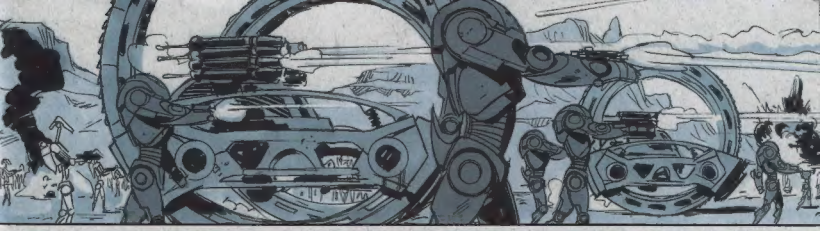
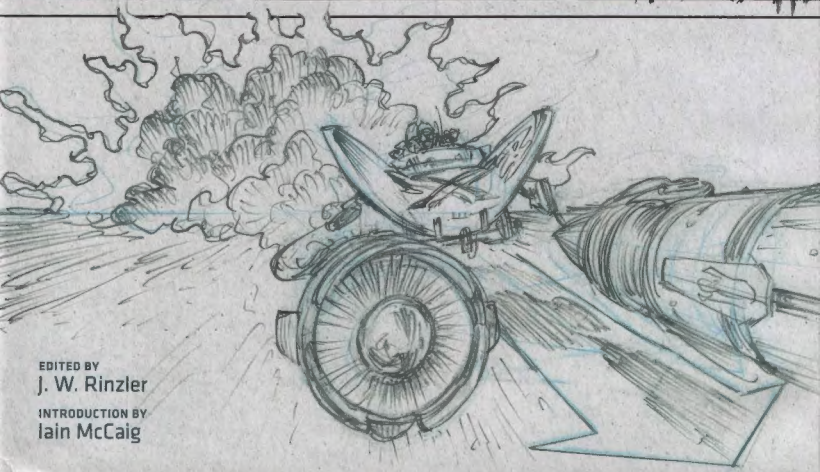
STAR WARS®
STORYBOARDS



STAR WARS
STORYBOARDS
THE PREQUEL TRILOGY



EDITED BY
J. W. Rinzler

INTRODUCTION BY
Iain McCaig

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As writer-director George Lucas worked to complete early drafts for *Star Wars:* Episode I *The Phantom Menace*, he enlisted the talents of some of the greatest film industry artists of the modern era to create storyboards. Their energetic efforts would help inform the development of the shooting script, as well as the finished film. Working from Lucas's ideas for scenes and sequences in Episodes II and III, subsequent artists produced beautiful drawings that helped lay the foundations for the worlds, characters, and shots of the *Star Wars* Prequel Trilogy. Together, these storyboards show early takes on favorite scenes; alternate approaches to character designs and action; and different approaches to key moments. Like wordless comic books, they have an energy and rhythm all their own–which is fascinating to explore.

Now, for the first time, Lucasfilm has opened its archives to present the best of the storyboards for Episodes I, II, and III. *Star Wars Storyboards: The Prequel Trilogy* collects the most fantastic storyboards from all three movies together in one striking volume, along with relevant commentary from the artists themselves: Iain McCaig, Ed Natividad, Benton Jew, Warren Drummond, Rodolfo Damaggio, and others. Throughout this book, readers will thus find insight into how the artists thought and worked, and how these drawings helped to contribute both to the creation of the Prequel Trilogy and the expansion of the *Star Wars* galaxy.

STORYBOARDS

THE PREQUEL TRILOGY

Edited by J. W. Rinzler

ABRAMS, NEW YORK

ART IDENTIFICATION KEY

R1, R2, R3, etc. = row 1, row 2, row 3, etc. (starting from the top)

L = left panel; **R** = right panel; **C** = center panel (in the indicated row)

R1L, for example = row 1, left panel

R2:4 = rows 2 through 4

Note: If no particular panel is indicated, the artist named drew all the storyboards for that page.

Artists:

Robert E. Barnes
Peter Chan
Rodolfo Damaggio
Warren Drummond
Kirk Henderson
Benton Jew
Kurt Kaufman
Sang Jun Lee
Iain McCaig
Ed Natividad
Brian O'Connell
Erich Rigling
Jay Shuster
Derek Thompson
Paul Topolos
Tom Watson
Terryl Whitlatch

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INTRODUCTION

Tuesdays, George Lucas would enter the Episode I art department and proceed to find every reason under the sun *not* to work on storyboards.

We would gather around the big pine table and wait for him to begin. It was always fun, this waiting, because George is a born storyteller and he could hold us spellbound forever—his epic battles in the film industry, his plans to build a new something at Skywalker Ranch, a funny thing that happened on the way to making *Star Wars*.

But we knew, and we knew that he knew, it was all to avoid the dreaded boards.

At last, with a sigh, George would lean back in his chair, roll his eyes up to the ceiling, and tell us the next part of the movie. We didn't have a script at that point; we just had George quietly recounting the next thrilling episode of his galaxy far, far away. . . . It could have been a bedtime story, only he didn't tell us what happened in sentences. He told us in *shots*.

What happened next happened at different frame rates: George, in slow motion, channeling plot and camera angles from the ether, while we in the art department became a sped-up Buster Keaton movie, scrambling to keep up with him. Then, with a blink and a sigh of relief, George would say, "I think that's enough for today," and amble out of the room, the way you amble out of the dentist's chair.

The moment he was gone, we went into hyperdrive. Doug Chiang would've already made a list of George's shots; as he called them out, we threw our scribbled versions onto the table. Doug or I would select the best for angles and performance, then we'd cut them out with scissors and tape them to a sheet of 11 x 17" paper (this was long before computers took over the world).

The rest of the week we spent translating scribbles into legible art. We divided the master shot lists among the storyboard team—besides Doug and I there was Terryl Whitlatch, Jay Shuster, Peter Chan, Paul Topolos, Benton Jew, Robert Barnes, Ed Natividad, and others (forgive me if I've forgotten anyone; it was a long, long time ago. . .). It was then a giddy race to Friday, when the final storyboards were copied and pinned to the walls, ready to show.

But George wasn't any more enthusiastic about storyboards on Friday than he was on Tuesday. He'd linger over the concept art, rubber stamping them "OK" or "Fabuloso"*, or consigning them to the "Wall of Shame." Occasionally he'd hand out special assignments—re-designing his bathroom's stained-glass window, say, or coming up with a congratulations ad for Jim Cameron when *Titanic* overtook *Star Wars* at the box office (I put the *Star Wars* characters on the famous ocean liner and sank it, C-3PO clinging to the mast and telling R2-D2, "I'm sure this is all *your* fault.")—*anything* to avoid looking at the several walls of storyboards lurking in the background.

Why such an aversion to storyboarding? George is nothing if not a planner (except maybe a visionary billionaire philanthropist. He's not bad at sketching Birdcage Maseratis, either). You would think he'd *love* storyboarding his movies.

Alas, I never asked him about it, and he never told me, so it must remain a mystery.

But I have a theory. . .

Back in the early 1930s, it was the Disney artists who first started sketching scenes on different sheets of paper and pinning them up on bulletin boards, literally making a "story board." (Credit for the very first storyboard goes to Webb Smith, an Arizona artist-animator who was also one of the screenwriters on *Snow White*, *Pinocchio*, and *Fantasia*. Smith was the prototype for most storyboard artists I know—just as comfortable creating and performing stories as drawing them.) Half a dozen years later, every animation studio in Hollywoodland was using storyboards. Then *Gone with the Wind* borrowed the technique (one of the first live-action films to do so) and, before you could say "David O. Selznick," storyboards had taken over the universe.

Why the popularity? Well, one good reason is money: For the price of a single day on the set of a typical Hollywood film, you can hire an entire baseball team of storyboard artists and get a preview on paper of every scene in your entire movie. Several times.

Alas, storyboarding also has a dark side.

As producer Rick McCallum pointed out in his introduction to the *Star Wars Episode I Illustrated Screenplay*, "Recognizing

that a lot of directing is answering an endless stream of questions from cast and crew, George resolved to make everything clear from the beginning by creating the script and the storyboards simultaneously." Answering questions means making decisions and committing to shots. It's the moment when the story in your head has to become tangible, when what you see is what you get, and what you don't see is what you don't get.

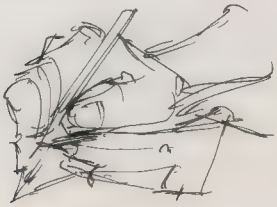
In other words, storyboarding is when the hand comes out of the cookie jar.

That's a hard time for any creator. I can only imagine that for George, with the seismic pressure of making *Star Wars* movies, it must have been excruciating. Or not. Like I say, it's only a theory, and besides, with George, it's always kinda hard to tell. Like that Tuesday he asked me to storyboard the entrance of Darth Maul. . .

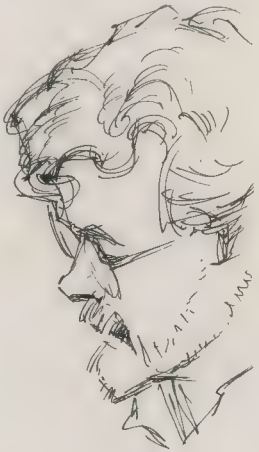
Maul comes flying out of nowhere on his hovercycle and nearly flattens Anakin. Qui-Gon leaps to the rescue. "In the old films," George said, "Obi-Wan was an old man and Darth Vader was a cripple. This is the first time we've ever seen a Sith and a Jedi clash at the height of their powers. I want it fast, like a cockfight." That was all I got out of him, but by that time, I was a pretty experienced storyboard artist and I knew all kinds of tricks to make something feel "fast." When I proudly pinned my boards to the wall, everyone agreed: This was one supersonic cockfight.

Friday. George was silent as he looked at the boards. At last, he turned to me and said, "So what were you trying to do here?" "Um, you said you wanted it fast," I mumbled. "Fast?" George said. "I'll show you fast." And he reached up, tore several boards off the wall, then re-arranged the ones that were left. When he was done, it was a zillion times faster. "Always follow the action," George said, then ambled off to make another scene better, leaving me to ponder his words and admire his Jedi ways.

Iain McCaig
December 2012



* Note: *There are no "OK" or "Fabuloso" stamps for storyboards. Just one word: "Flop." It means "Reverse the panel for continuity's sake," not "Go back to art school, you loser." On one particular May 14th, the stamp said, "Happy Birthday, George." How many stamps before he noticed? One. The all-seeing eye caught everything, even the Naboo troop transport with the Honda license plate. Mythic.*



PREFACE

As the book in your hands proves, a whole lot of storyboards were drawn for the *Star Wars* Prequel Trilogy. "We boarded out the whole film!" concept/storyboard artist Iain McCaig once exclaimed about Episode I. In fact, all three prequels—*The Phantom Menace, Attack of the Clones*, and *Revenge of the Sith*—generated their fair share of boards. Iain McCaig, Ed Natividad, Derek Thompson, Benton Jew, Terryl Whitlatch, Jay Shuster, Rodolfo Damaggio, Warren Drummond, and others drew dozens—sometimes hundreds—of boards for key sequences. During preproduction art meetings for the many iterations of comic book-like frames, they pitched story ideas and gags to George Lucas, who was in the art department once or twice every week.

The process for each prequel movie was slightly different. For Episode I, the preproduction period was long and Lucas, writing ahead of the artists' work, had the jump on them. Lucas would tell them about the story in meetings while Doug Chiang, McCaig, Natividad, Jew, et al. took notes on stamp-sized paper, and Chiang would then supervise as they compared thumbnails and notes. The thumbnails they selected would then be pasted onto eleven-by-seventeen-inch sheets and piled in a large stack that artists could pull from as they drew larger, more detailed boards. Those boards were pinned up at the next meeting for Lucas's review. Eventually, they storyboarded the whole film, as McCaig noted. Later versions refined certain scenes.

The lengthier lead time meant there were more boards for Episode I than for the other two prequels combined. Because Lucas was only making the transition to animatics at that time, there was a greater reliance on storyboards—hence the larger number of artists who were needed.

Going through the storyboards in the archives was a real pleasure. I was able to hold in my hands the beautiful line work and to see the illustrated thought processes, the honing of sequences—and scenes that never made it to film, such as the Jedi attack on Theed, combat between battle droids and the citizens of Naboo, more Jar Jar Binks gags, and more lightsaber action in the climactic duel between Darth Maul and the Jedi.

"In retrospect, storyboarding for the *Star Wars* movies was unlike most films I have worked on, even those with a seemingly considerable budget," Natividad says. "If you notice, most of the frames are saturated with digital elements, which would make any studio nervous. But being an independent filmmaker, George Lucas seemed hardly concerned. He only wanted more in the way of activity in each shot, no matter how peripheral. As storyboard artists on this project, we were not inhibited by cost, which is rare."

The only thing missing in the *Phantom Menace* boards was the deaths of Qui-Gon Jinn and Darth Maul. This may be because for a long while as Lucas wrote the script, the story was different: Obi-Wan Kenobi was the older one, the Master, and Qui-Gon Jinn was the Padawan. And the two would argue because, while Obi-Wan trusted his instincts, his apprentice, Qui-Gon, wanted to do everything by the book. In the early story, it is Qui-Gon who watches Maul kill *Obi-Wan*, goes berserk, and uses the dark side to help him exterminate Darth Maul. As he cradles his dying Master, Qui-Gon promises to take on Obi-Wan's quest—and to take on his Master's *name*. According to McCaig, that's why Qui-Gon Jinn would say in Episode IV, "Obi-Wan Kenobi… Obi-Wan? Now that's a name I haven't heard in a long time… a long time."

When a later script had Padmé reveal herself to be the queen, Lucas decided he couldn't have two switcheroos in the same film and abandoned the idea of Qui-Gon taking on Obi-Wan's identity—but the secrets of the duel finale were such that they were never boarded. Faced with this story gap, I asked McCaig to supply new ones, so this book contains the sequence, as shot, for the first time.

That said, readers should not expect the stories for each film to be told in their entirety. Some boards, even for Episode I, are missing from the archives, and some scenes were never completed or weren't boarded at all. In other cases, boards were re-ordered or recycled as scenes morphed or Lucas changed the shot order to the point where it was difficult to reconstitute complete scenes as shot or otherwise. (Particularly maddening were the production

numbers scribbled next to many of the panels, which didn't always help put them in story order. I sometimes spent a lot of time experimenting before realizing, *This makes no sense. . .*)

For Episodes II and III, Lucas had the artists do only specific scenes that lent themselves to storyboard exploration. In fact, the decision to do any boards at all for *Attack of the Clones* came late in preproduction and then arose erratically during principal photography and postproduction. Natividad boarded out the arena battle relatively early, but Damaggio was called in very late in postproduction to storyboard the Clone Wars' Battle of Geonosis. Damaggio would base a sequence on his conversations with Lucas, who would then make changes, drop some into the edit, make more changes, and so on before handing the whole sequence, with its complex shots, over to Industrial Light & Magic for final shots (and more honing).

Drummond, who worked only briefly during preproduction, had met stunt coordinator Nick Gillard while working on *Shaft* (2000). "I had a number of stunt people buds and I am a martial artist, which he respects," says Drummond. "Nick called [producer] Rick McCallum, told him about me, and apparently Rick said, 'You're right—there aren't enough African Americans here.'" Drummond joined the art department in midstride and boarded Obi-Wan's ride on an assassin droid through the sky lanes of Coruscant—and his only slightly more dangerous duel with Jango Fett on Kamino. These boards are shown here for the first time (to the delight of Drummond, who had thought they were lost).

I attended the art department meetings throughout preproduction on Episode III and wrote about them at the time in *The Art of Star Wars Episode III Revenge of the Sith* and *The Making of Star Wars Revenge of the Sith*. By 2002, after about seven years of work on the Prequel Trilogy, Lucas was, understandably, tired and the artists were now working ahead of a detailed script, though not ahead of his general ideas. Lucas would throw out concepts and McCaig, Ryan Church, Erik Tiemens, Thompson, Robert E. Barnes, Sang Jun Lee, Alex Jaeger, and others would riff on them. Often they would create key frames—single images pitching story ideas. But by this time, Lucas was working more with the CG animatics department and only a few sequences were actually boarded, primarily by Thompson and McCaig, about two-thirds of the way through the preproduction period. In the process of defining sequences, they went from animatics to storyboards or vice versa and then switched again; it was a free-form process.

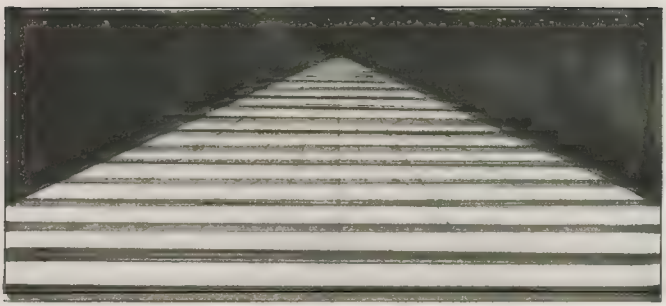
Some of the artists' ideas for these sequences—notably, the Jedi's adventures on Grievous's flagship (almost a film within a film)—would make it into the script, some of which were actually recorded on camera, but few made it into the final cut. One idea that was prominent throughout production was the death of Shaak Ti: Initially, Obi-Wan and Anakin found Grievous's ship because they were tracking her homing beacon. But the sinister villain was waiting for them and—in several iterations—killed Shaak Ti before their eyes. (Later, it would be Anakin who killed Shaak Ti while leading an attack on the Jedi Temple; that was shot at Shepperton Studios as a pickup, but cut out of the movie.) Although some of these boards have been published before, we're showing different versions here, as well as a more complete sequence of Thompson's climactic Jedi duel on Mustafar.

Except for Episode III, the reproductions in *Star Wars Storyboards: The Prequel Trilogy* are derived from new high-resolution scans of the storyboards commissioned specifically for this book (a big task, for which I thank Katherine Smeaton). Looking at the laid-out pages with the thousands of gorgeous hand-drawn panels, I have to agree with Benton Jew, who e-mailed me: "It definitely was a treat for me to work in the same room with some of the most talented artists in the industry for the better part of a year [on *The Phantom Menace*]. These are people whose work should not be forgotten. This book is a way of putting a spotlight on this important, but often forgotten part of the filmmaking process." I'm sure the artists on *Attack of the Clones* and *Revenge of the Sith* feel the same.

J. W. Rinzler
Lucasfilm, the Presidio, San Francisco
December 2012

STAR WARS: EPISODE I

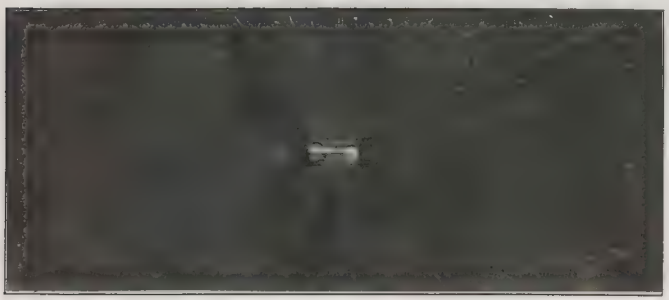
MENACE



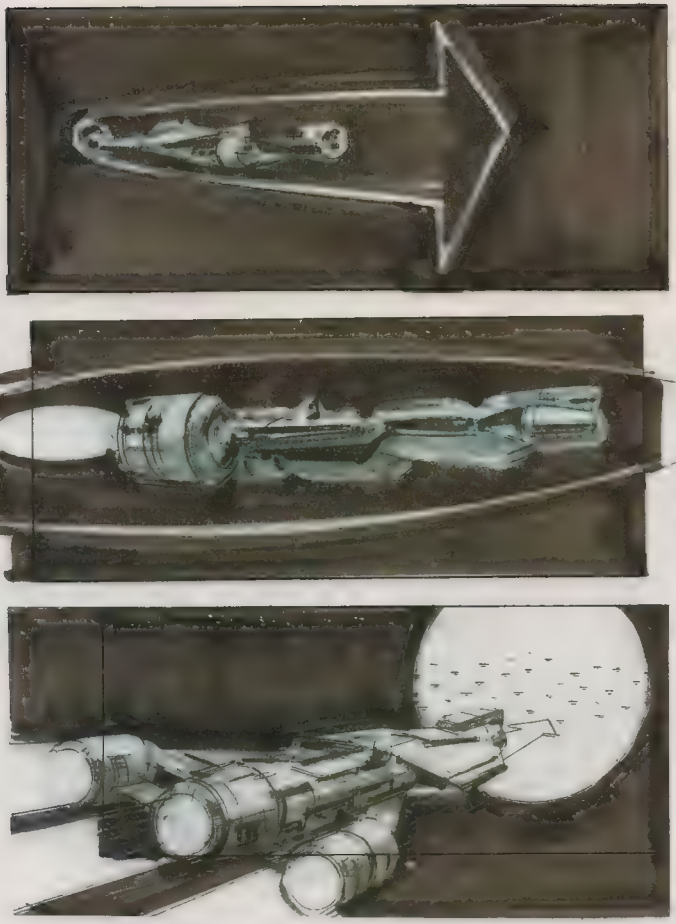
"I was honored to draw the first frames of the most anticipated film in years, an iconic part of all Star Wars *movies—'The Scroll.'"*

Ed Natividad

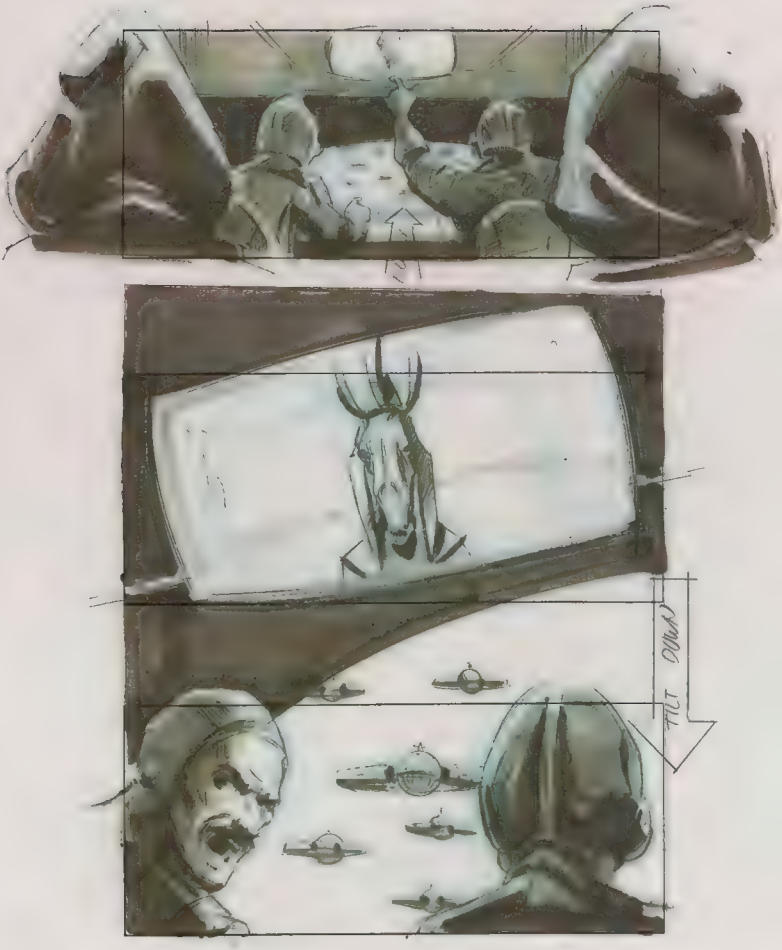
Because he was working without a script, Natividad left the traditional *Star Wars* roll-up wordless.



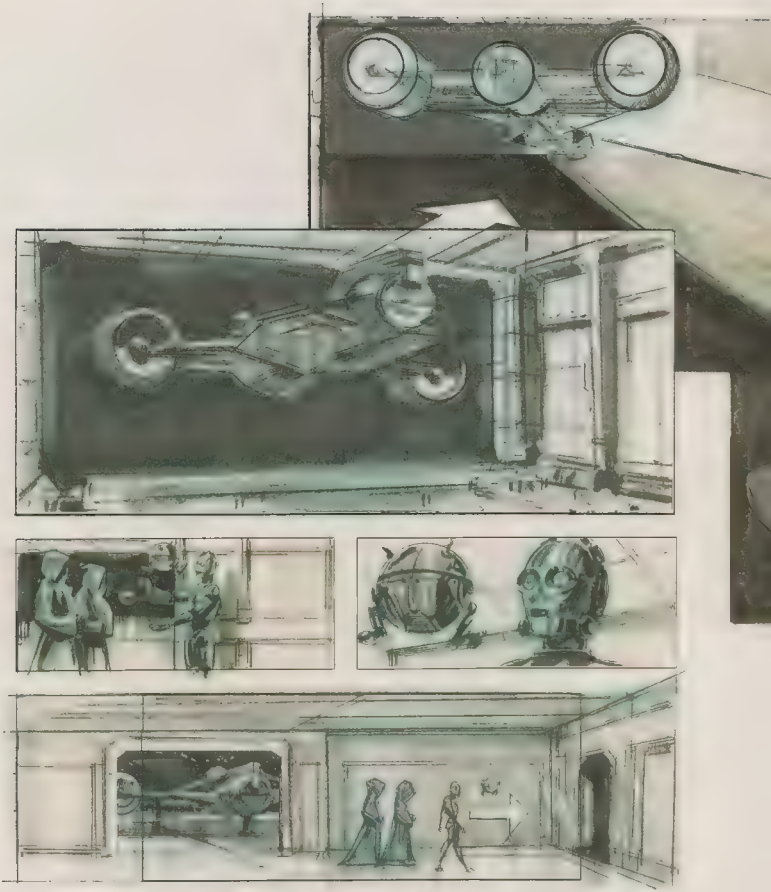
Approaching the Trade Federation Droid Control Ship Ed Natividad



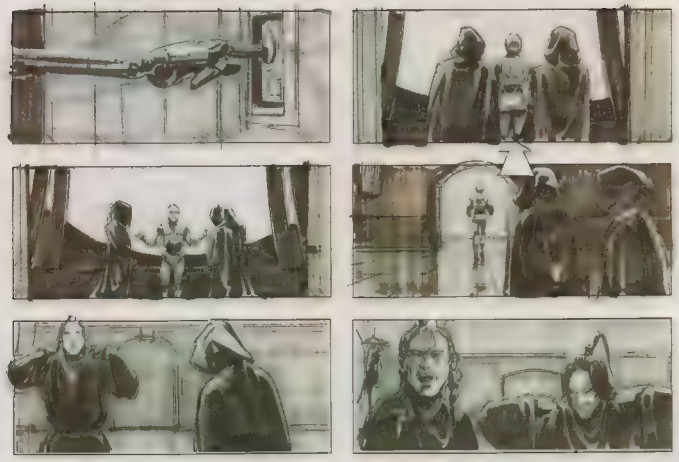
A Republic cruiser flies by. ~ Natividad



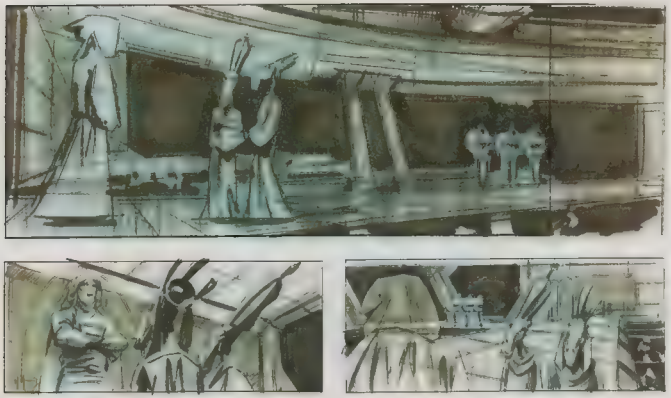
Inside the cruiser, two mysterious passengers await permission to board the Droid Control Ship. - Natividad



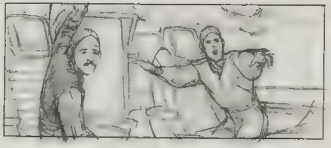
Arriving in the Control Ship hangar · Natividad

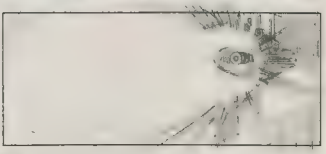


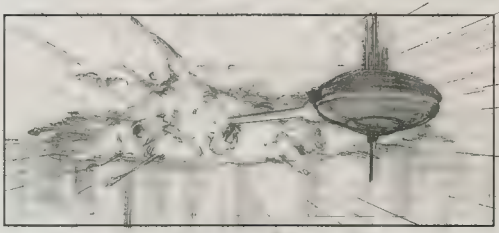
The two Jedi—Master Qui-Gon Jinn (with mohawk) and Padawan Obi-Wan Kenobi (with braid)—are here of similar age.



The Jedi revealed, a Sith commands the Trade Federation. • Natividad

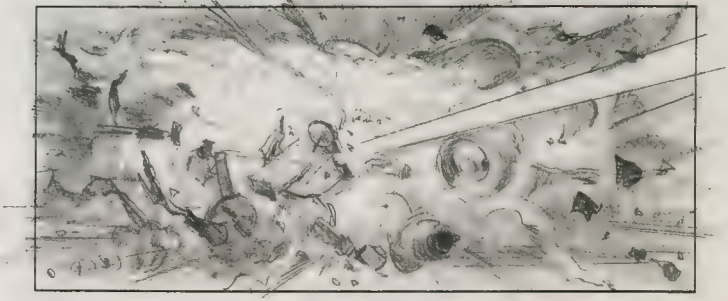




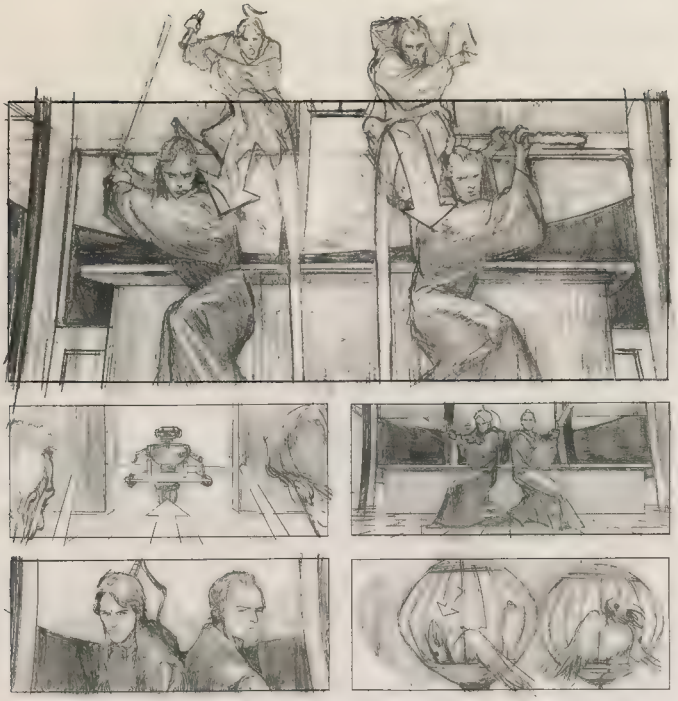


"Typically, storyboard artists are the first ones who assist the director by helping them put their ideas for a script into a tangible visual form. Not only do boards help the filmmakers to work through story challenges, they also assist in working out important issues such as budgeting for visual effects and costumes, camera angles, stunts, and fight scenes."

Benton Jew



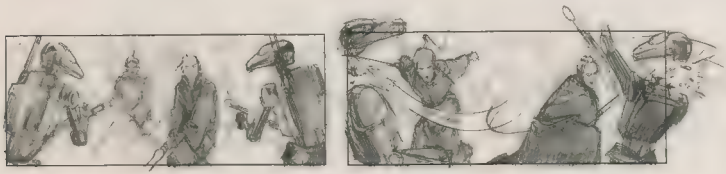
The Republic cruiser is destroyed by Trade Federation treachery » Benton Jew



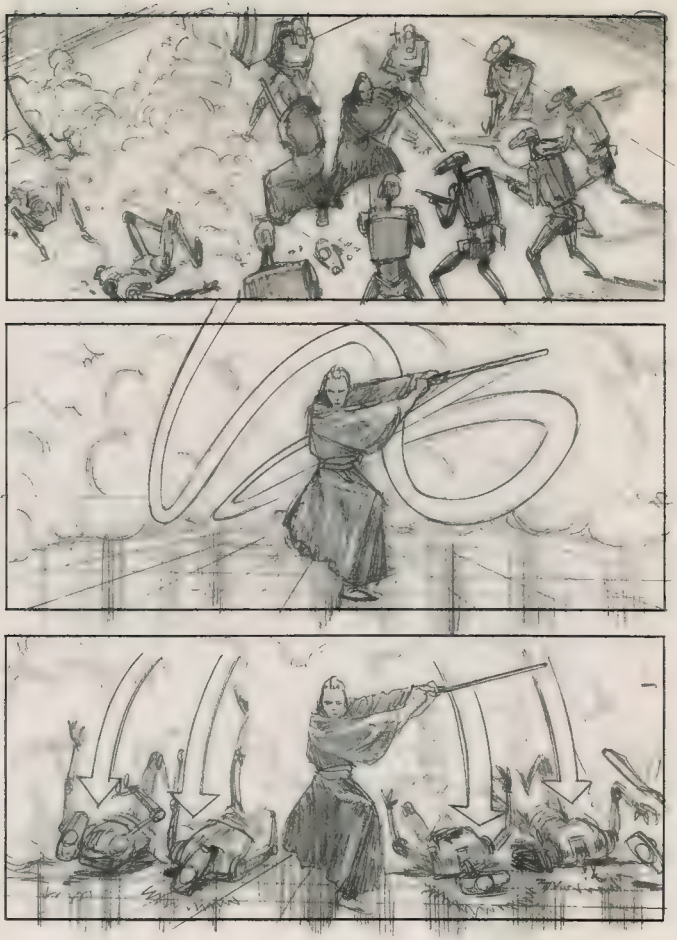
"Benton Jew worked harder on the storyboards for Episode I than I've ever seen a storyboard artist work. The path to his drawing board disappeared beneath mountains of reference material—and there in the center would be Benton, fast asleep after his umpteenth all-nighter."

Iain McCaig

The poison gas and caged birds would survive into the shooting script, but the latter wouldn't make the final cut.



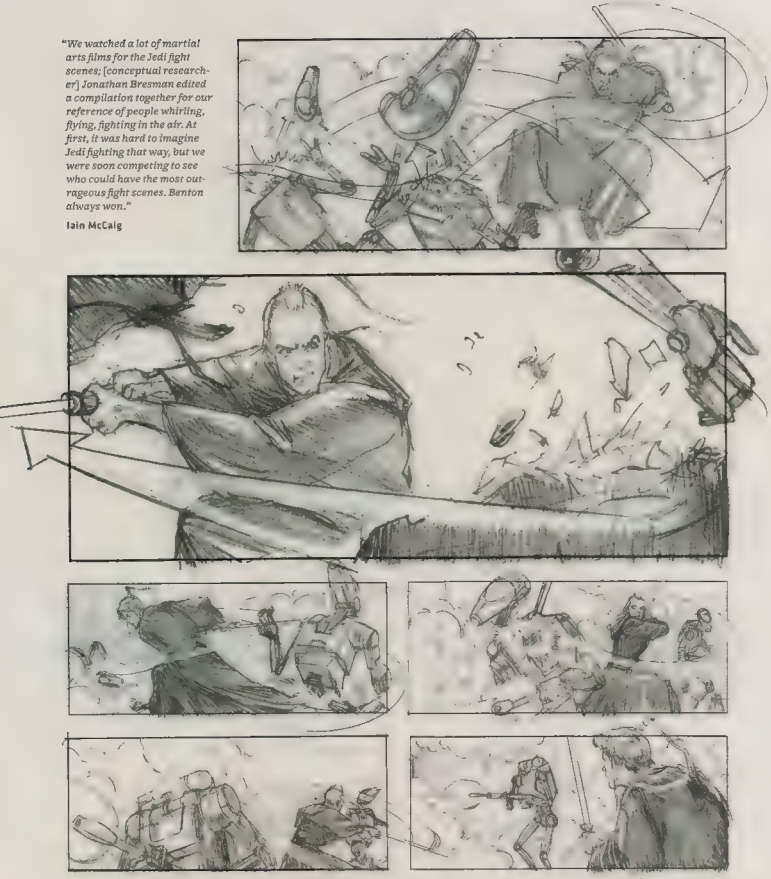
The Jedi react; the birds in a cage are poisoned by invisible gas. » Jew



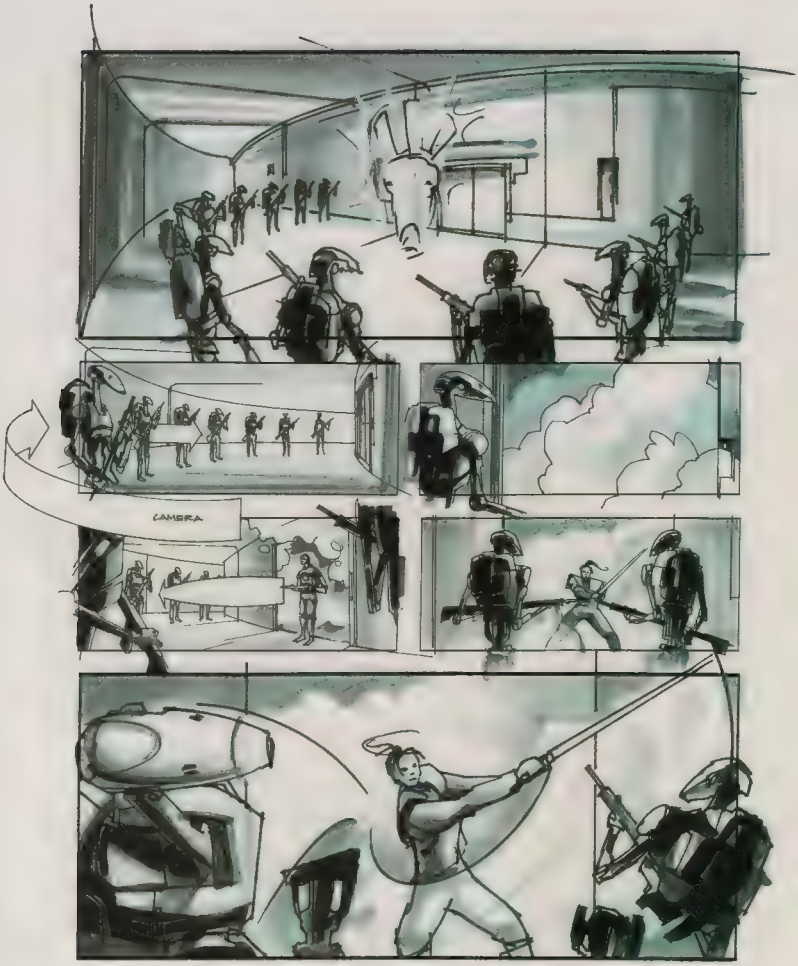
Qui-Gon makes short work of some battle droids « Jew

"We watched a lot of martial arts films for the Jedi fight scenes; [conceptual researcher] Jonathan Bresman edited a compilation together for our reference of people whirling, flying, fighting in the air. At first, it was hard to imagine Jedi fighting that way, but we were soon competing to see who could have the most outrageous fight scenes. Benton always won."

Iain McCaig



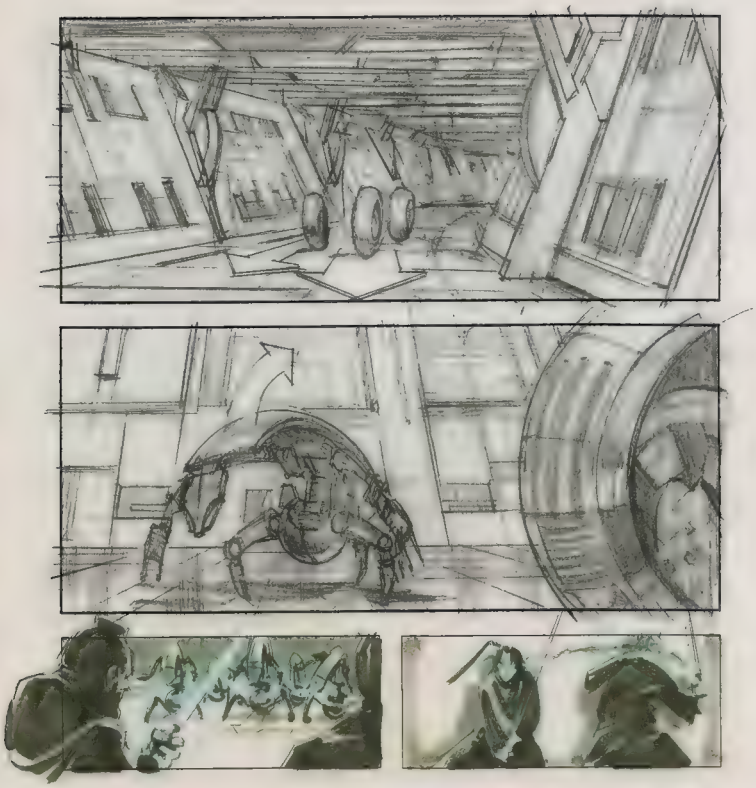
The Jedi demolish more droids. » Jew



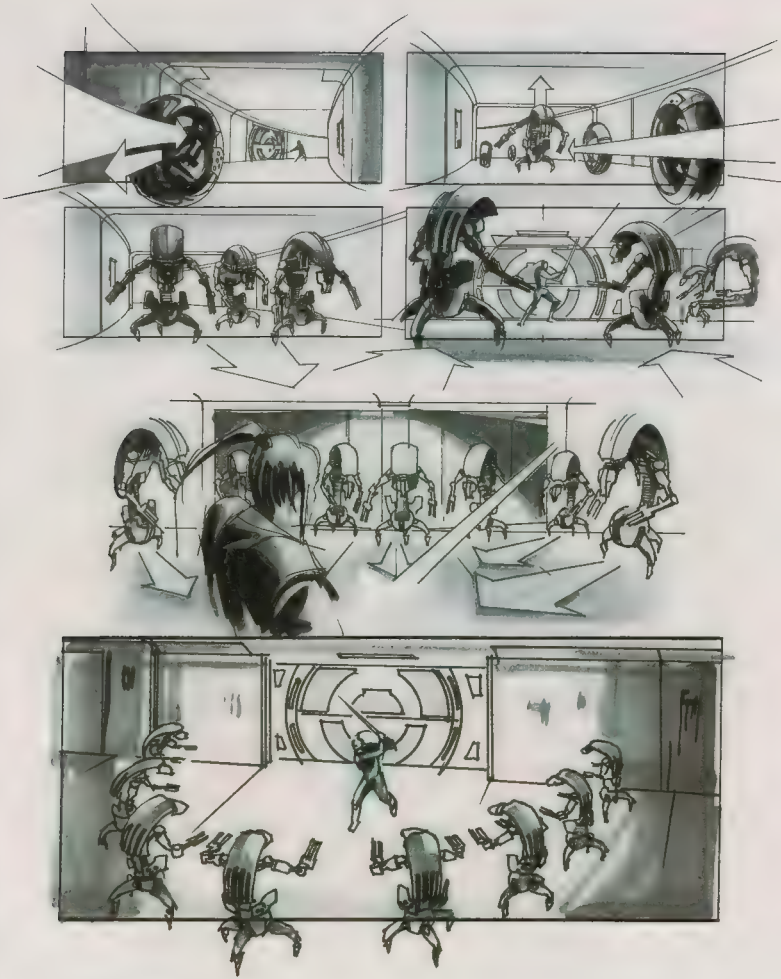
Droids wait outside for the toxic gas to "kill" the Jedi, but instead they are cut down (scene variation) » Jay Shuster

Obi-Wan defends himself and uses the Force to toss a droid. » Shuster

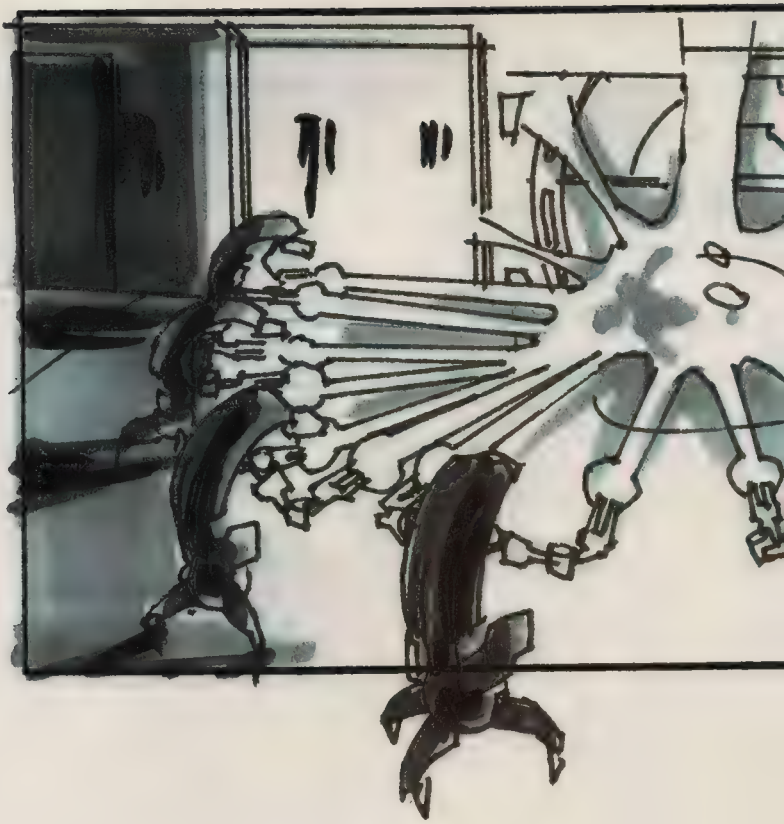
The Jedi head toward the bridge, where Trade Federation crew members try to barricade themselves in. » Jew

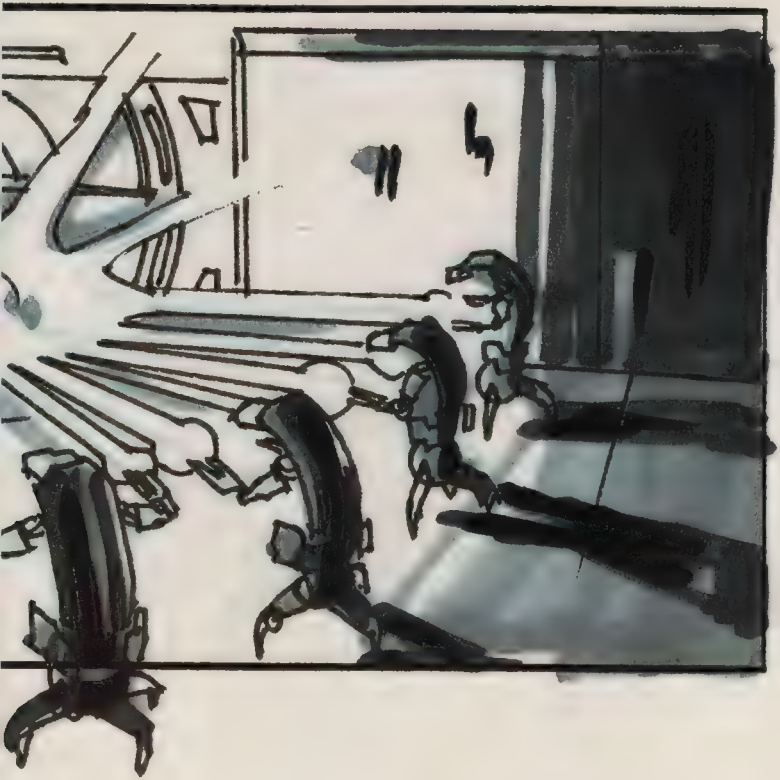


Destroyer droids (droidekas) roll to the attack. ▫ Jew R1:2; Natividad R3

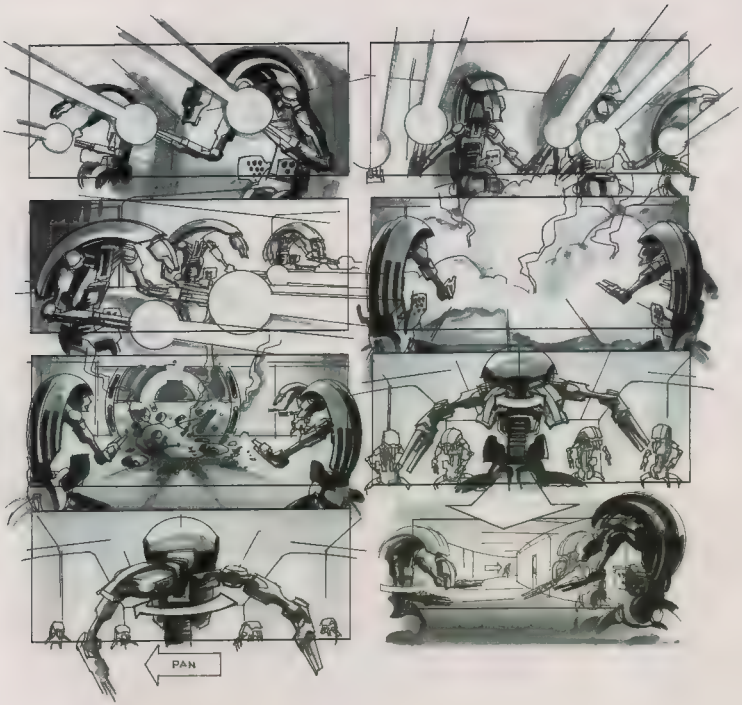


Droidekas surround Obi-Wan Shuster

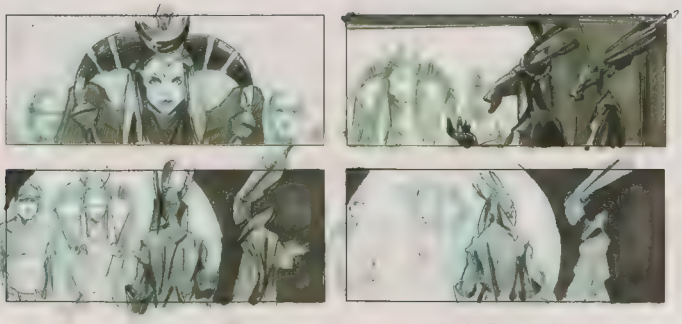




Destroyer droids blast Obi-Wan Shuster



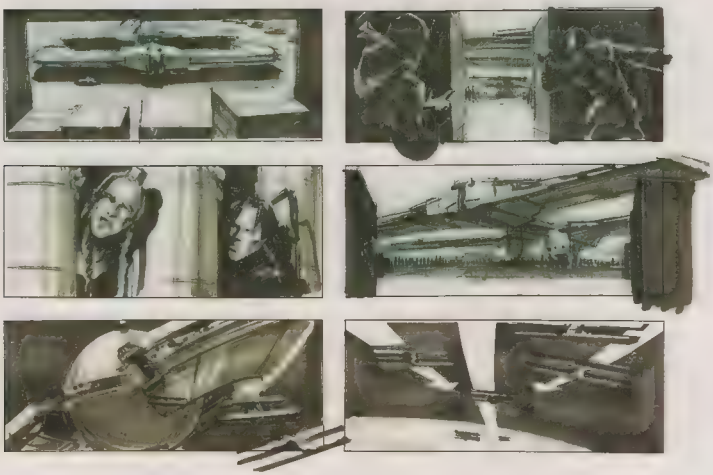
Droidekas continue to blast the Jedi, only to find they've escaped down the hallway. ∞ Shuster



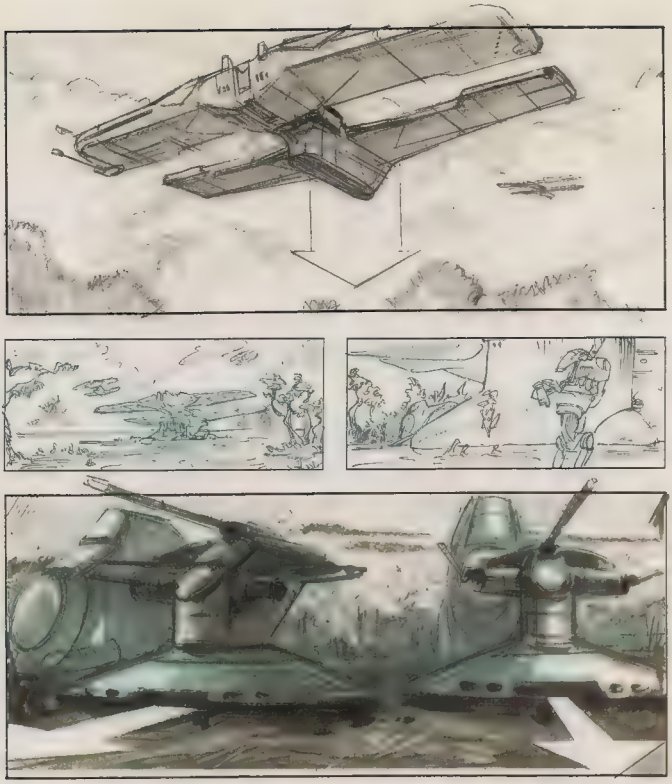
Queen Amidala of Naboo negotiates with Trade Federation officials. · Natividad

"The Neimoidians were originally to have been these long-faced CG characters, but, in the end, the budget only allowed for a rubber mask. Later, we adapted these faces in Episode I for the Geonosians [in Episode II]."

Iain McCaig



The Jedi discover invasion ships. · Natividad



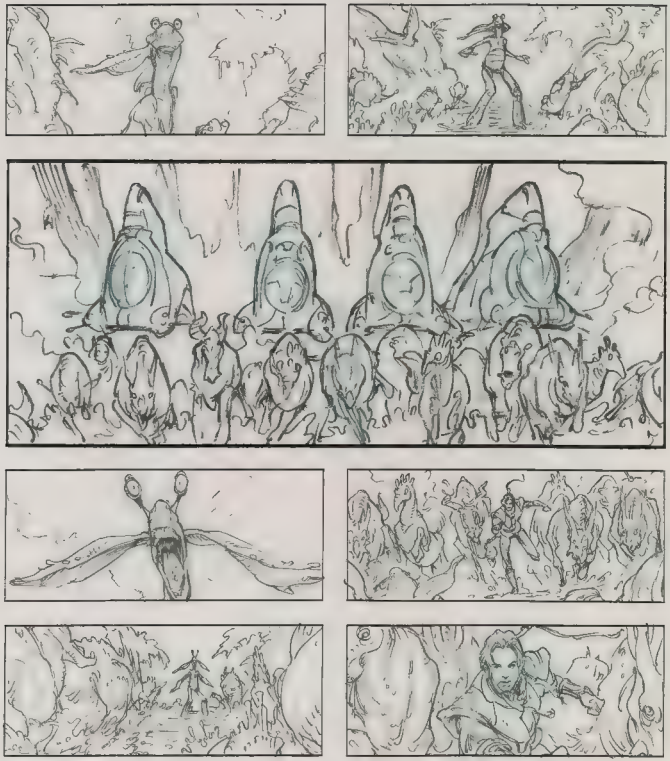
Troop ships and tanks arrive on the planet Naboo. ▸ Jew R1, Iain McCaig R2, Natividad R3

Obi-Wan surfaces and faces stampeding beasts » McCalg

"Jar Jar's rubber bones led to a lot of bizarre key-frame poses. In the end, it would have cost too much to constantly change him in CG and that idea bit the dust." [*See note on p. 47 for more details on Jar Jar's early skeleton.*]

Iain McCaig

Gungan Jar Jar Binks is introduced as he has a tasty meal. • McCaig

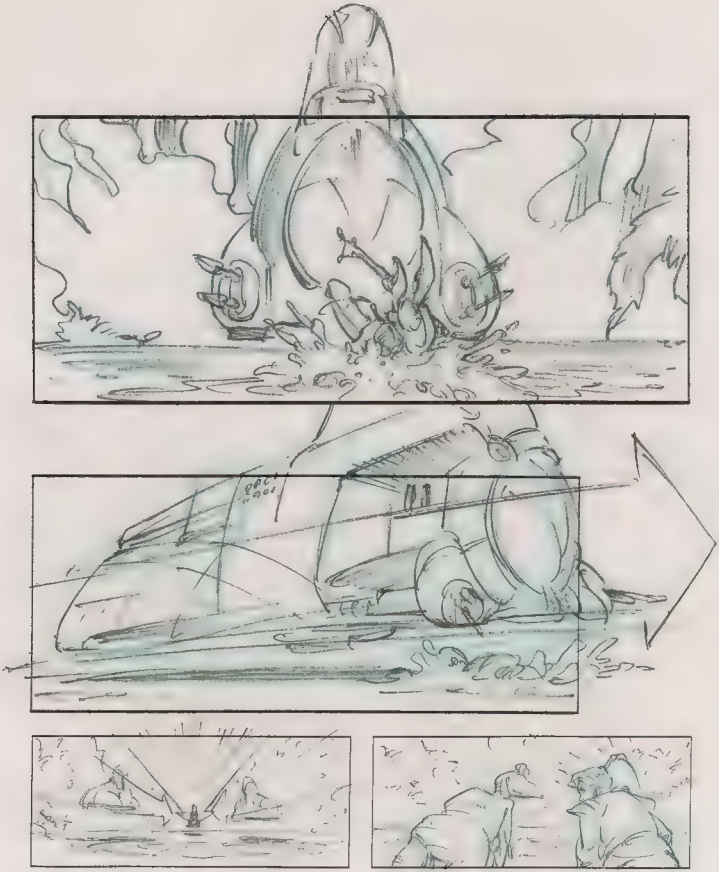


"Jar Jar was also not a bad hunter in his early conception, just a little—a lot—over reactive. This scene was a setup for his 'courageous' antics later in the battle scenes."

Iain McCaig

Jar Jar turns to see the stampede "led" by Obi-Wan • McCaig

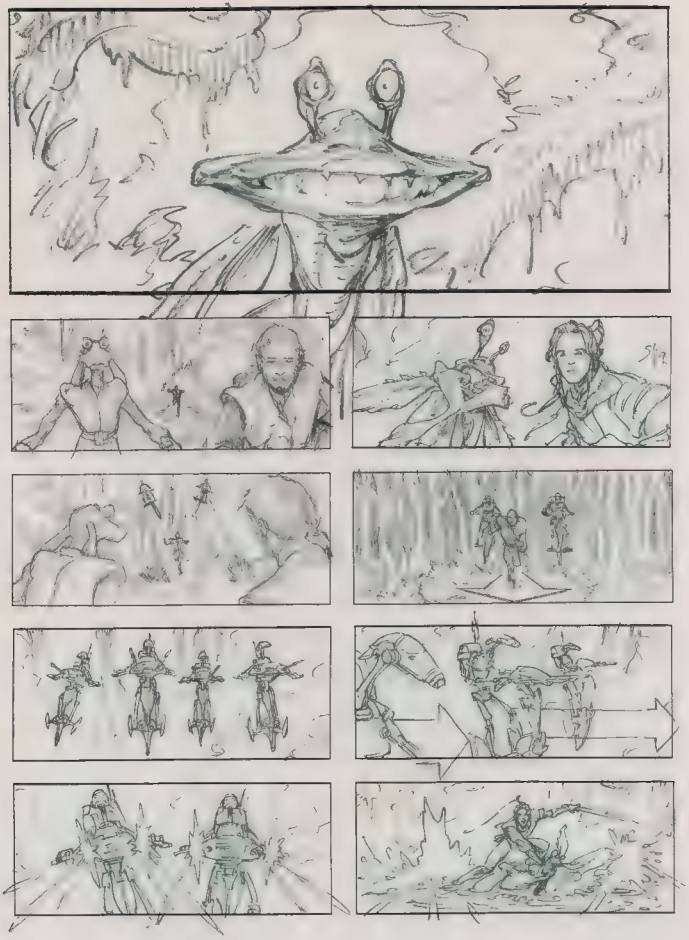
Obi-Wan saves Jar Jar from the stampede. » McCaig



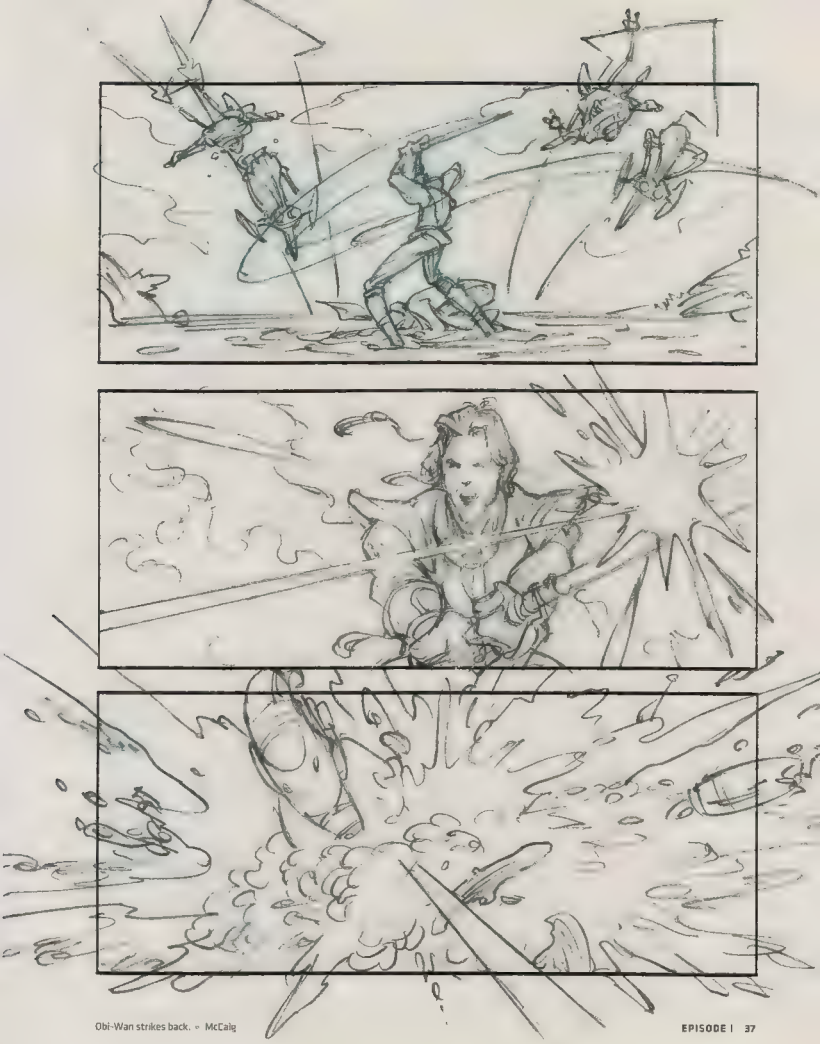
"This is the final tail-away shot of the Troop Carrier where ILM later tried to sneak in a Honda license plate. George caught us, as always."

Iain McCaig

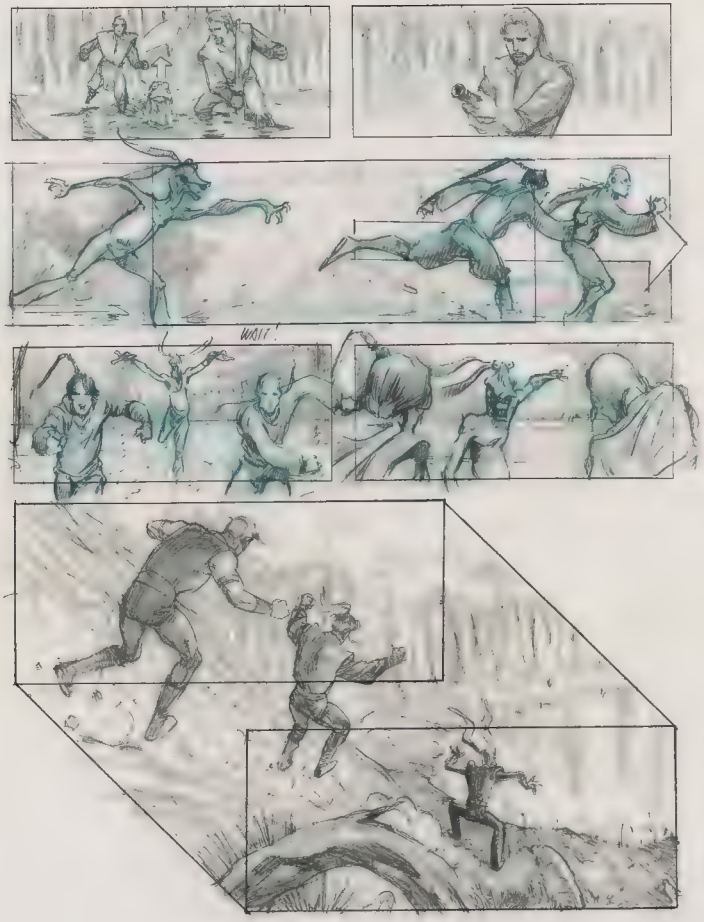
A hover tank passes over Jar Jar and Obi-Wan. » McCaig



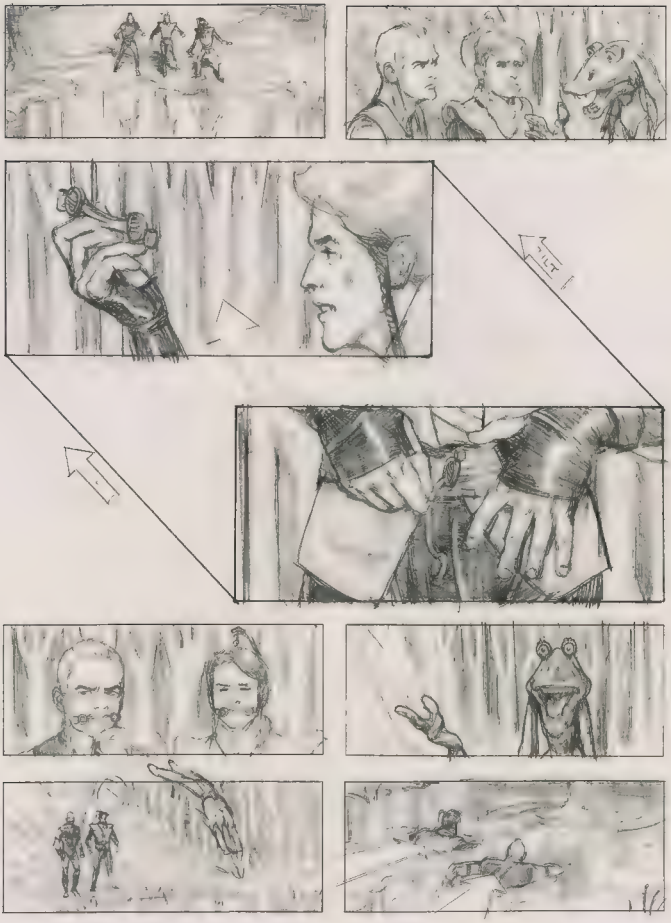
Battle droids on single trooper aerial platforms attack » McCaig R1, R2R, R4-5; Jew R2L, R3



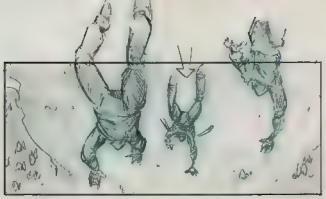
Obi-Wan strikes back. © McCaig

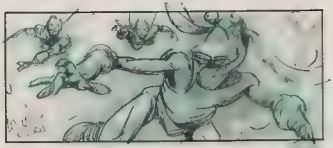


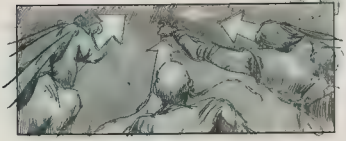
Jar Jar tells the two Jedi about his underwater home. ▫ Jew **R1, R4**; Natividad **R2:3**

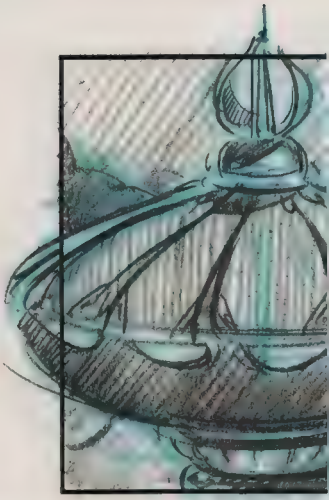


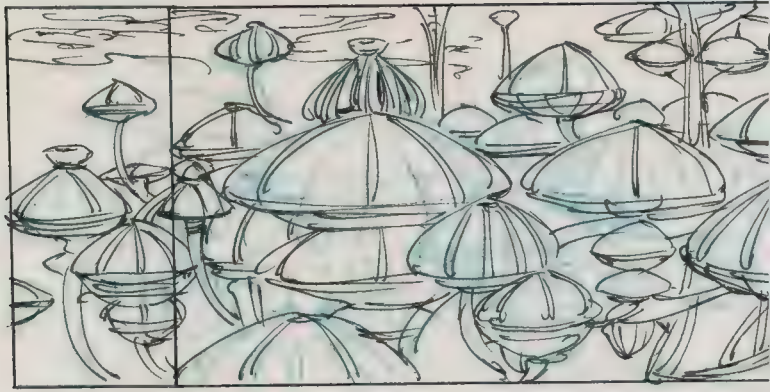
The Jedi take the breathers from their utility belts and dive in. « Jew



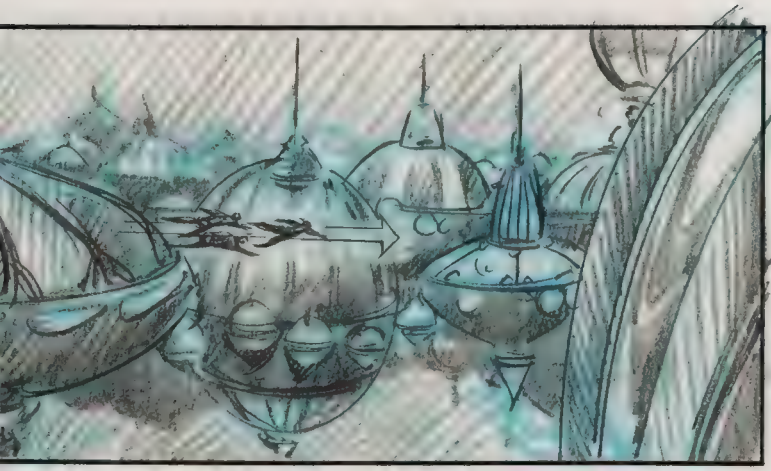




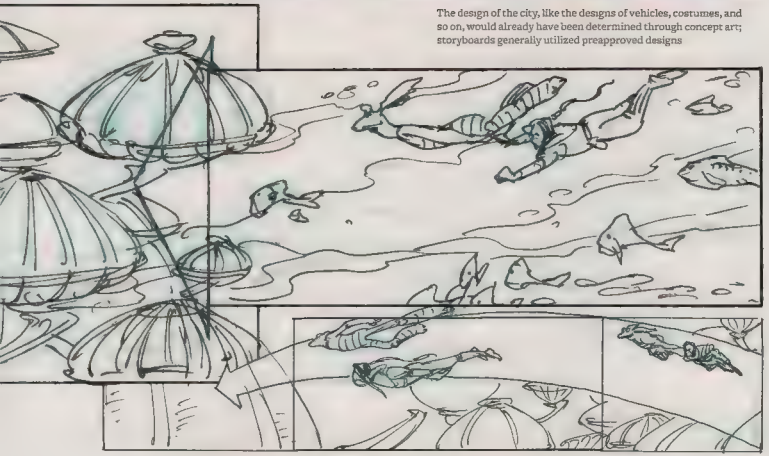




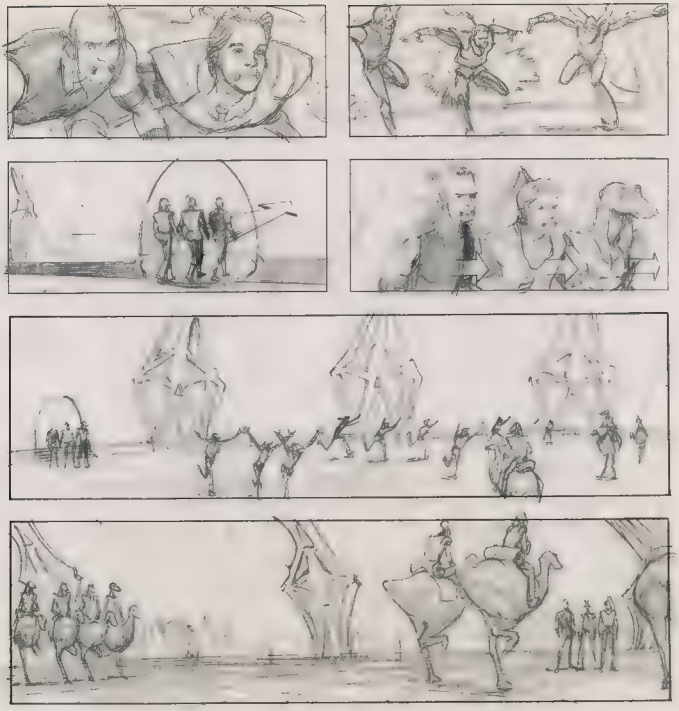
They arrive at the Gungan underwater city of Otoh Gunga • Natividad **R1:3**, McCaig **R4**



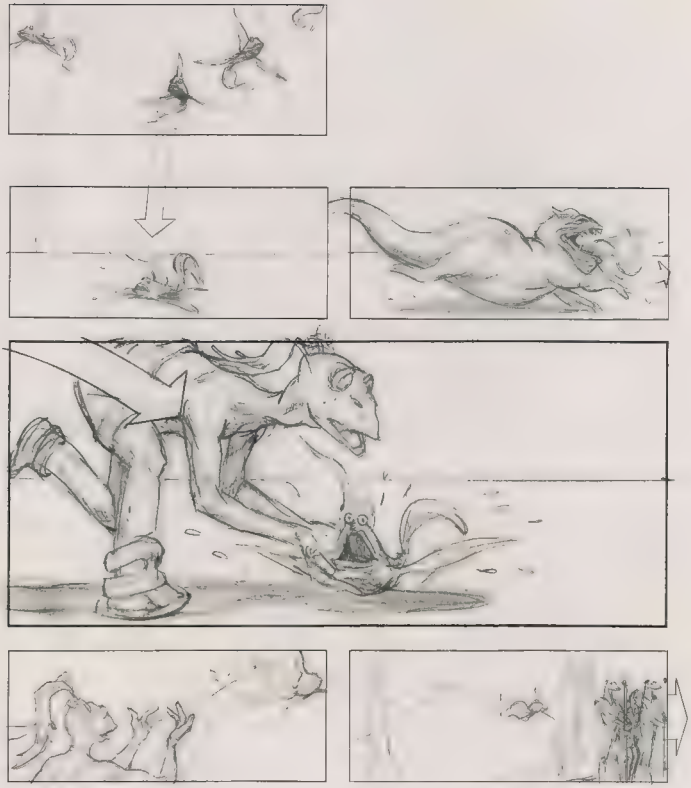
The design of the city, like the designs of vehicles, costumes, and so on, would already have been determined through concept art; storyboards generally utilized preapproved designs



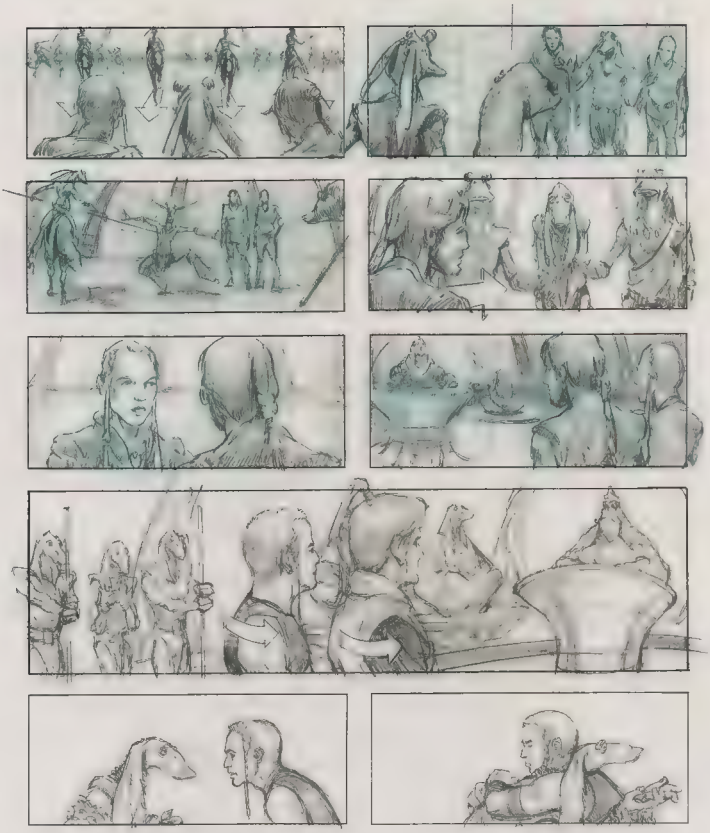
Swimming into the underwater city · Natividad R1; McCaig R2:3



Stepping through the oxygen seal (with variations) » Jew



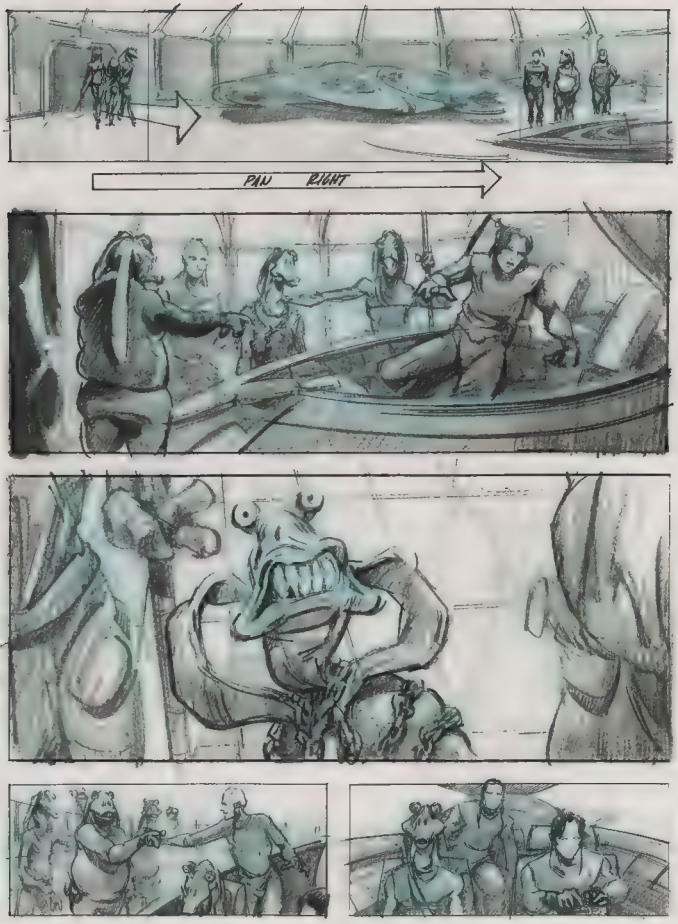
Jar Jar saves a small aquatic creature. » Jew



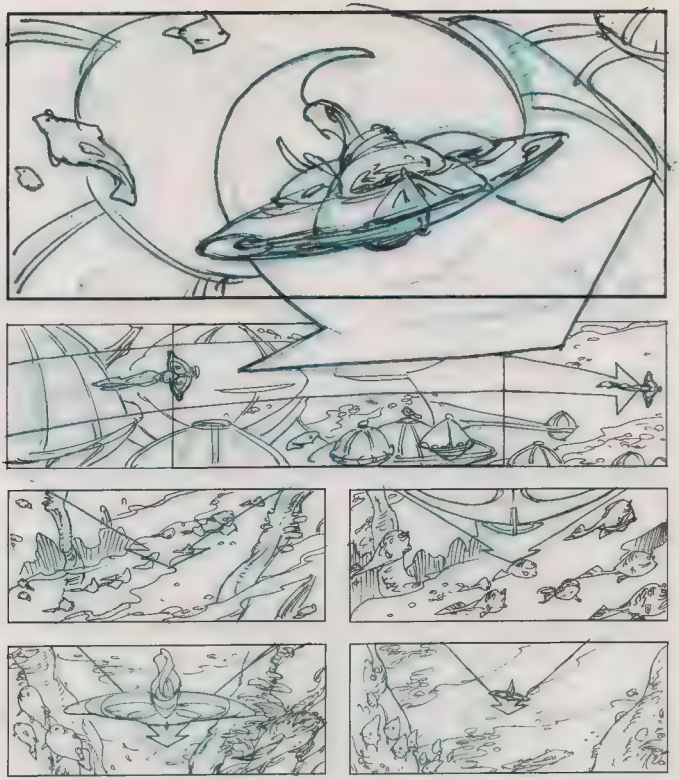
"We had no script when we started, so we always assumed Jar Jar would be silent, a Buster Keaton kind of character, who communicated mostly through physical theater."

Iain McCaig

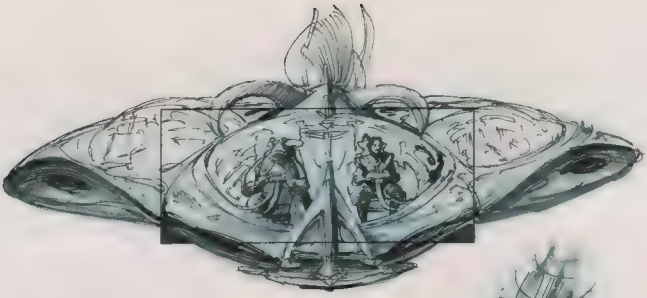
Jar Jar, who is in trouble, says goodbye to Obi-Wan. » Natividad R1:3. Jew R4:5

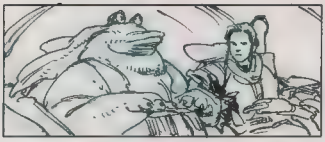


The Jedi take pity on Jar Jar and bring him along in a bongo (a Gungan submarine) ∞ Natividad

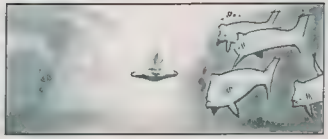


The bongo starts its voyage through the planet's core. » McCaig

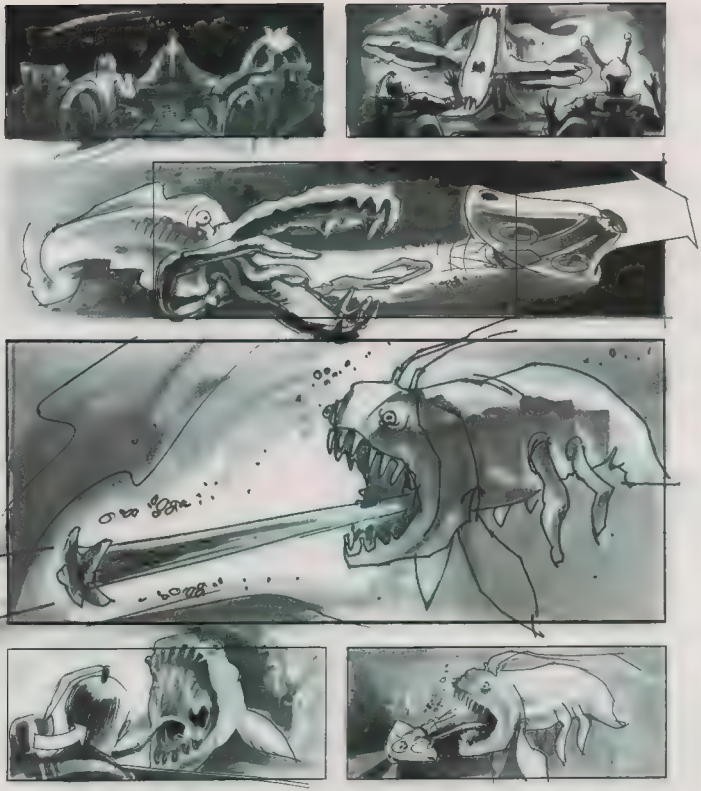




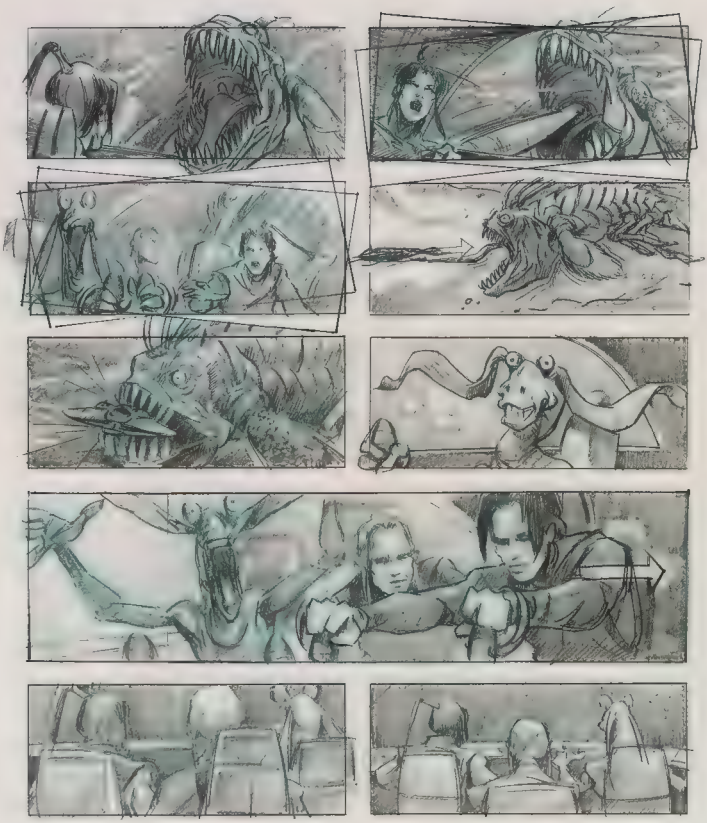
In early boards, Jar Jar's physiognomy wasn't fixed and he would deform under air pressure. Originally, his bones were elastic, which meant that in heavy gravity or under high pressure, he became short and squat; under low gravity or low pressure, he grew as tall as a young tree. Having elastic bones, according to McCaig, also meant that his reactions to things had exaggerated squash and stretch features.

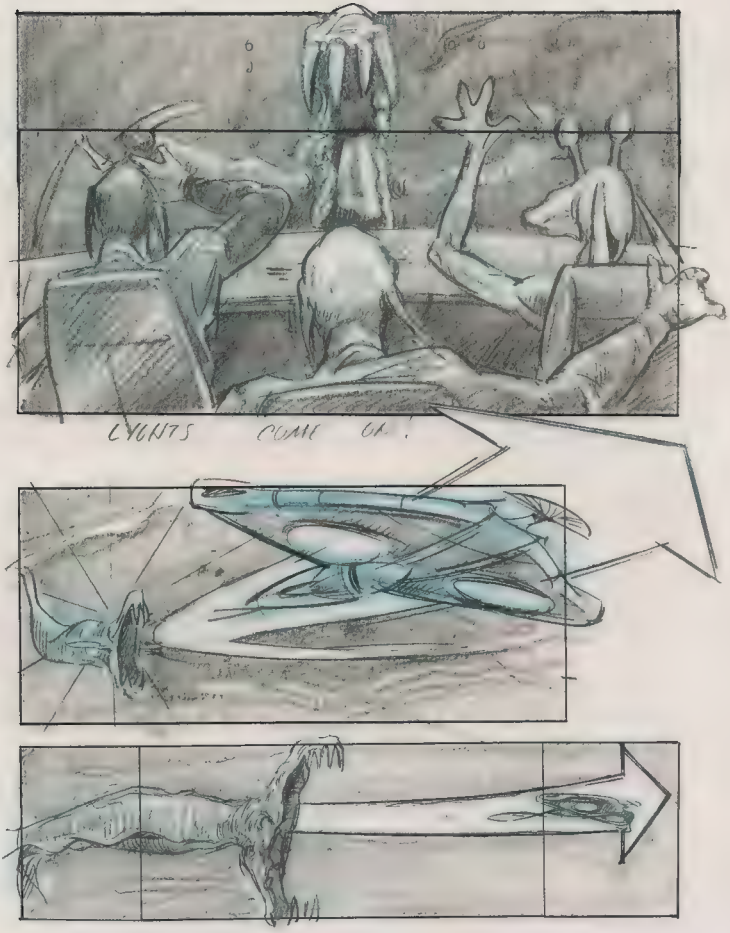


Inside the sub, Jar Jar inflates, outside, fish are scared off. • McCaig **R1, R2L, R3**, Natividad **R2R, R4**

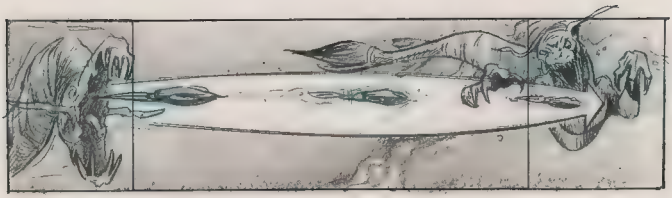


Attacked by sea monsters Shuster





Away from open Jaws ← Natividad



"The concept for this sequence was, 'There's always a bigger fish.' The biggest fish was based on an exquisite sculpture by Terryl Whitlatch, each needle-thin Piranha-like tooth lovingly modeled by hand. Not realizing the model wasn't baked, George rammed the to-scale underwater sub into its mouth, smashing every tooth. I think one of us screamed (probably me)."

Iain McCaig

Two sea monsters want the same sub. – Nativ dad **R1**, McCaig **R2:3**

"Iain McCaig could pretty much draw anything; not only could he make it look beautiful, he could also make it seem effortless in the way he drew it."

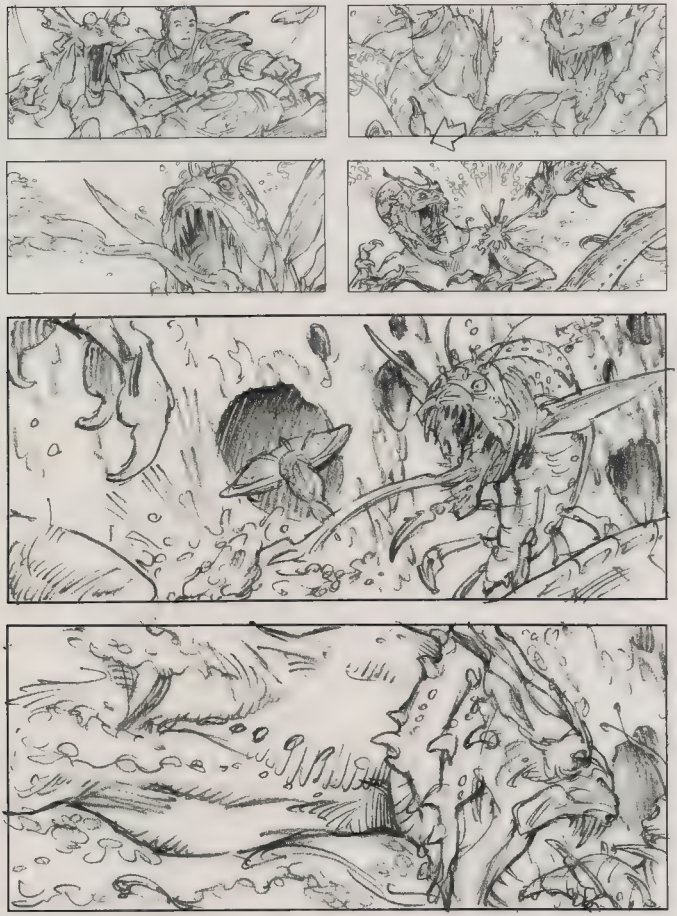
Benton Jew

An establishing shot sets up the presence of hungry monster fish (scene variation). » McCaig

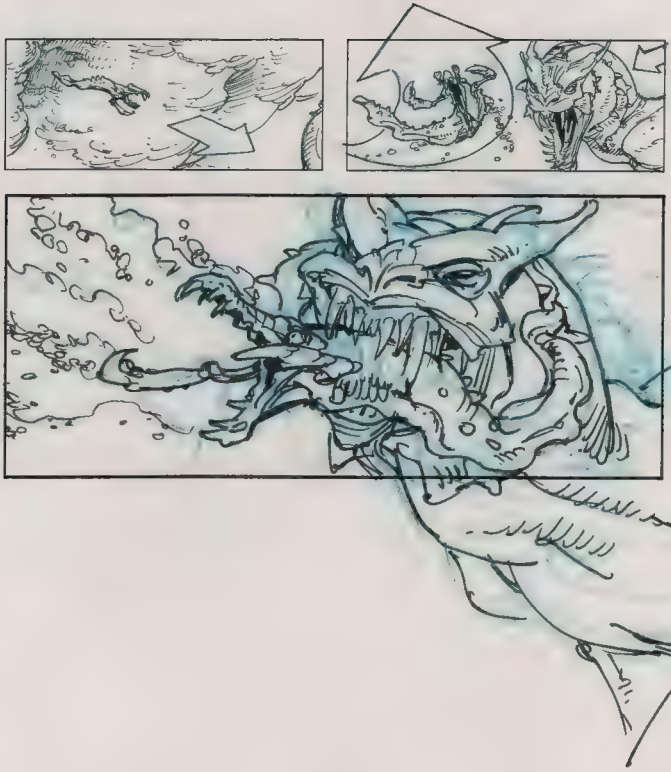
"Space manatees," one of which is zapped by the sea monster's lethal tongue ~ McCaig

Dodging the monster's deadly tongue • McCaig

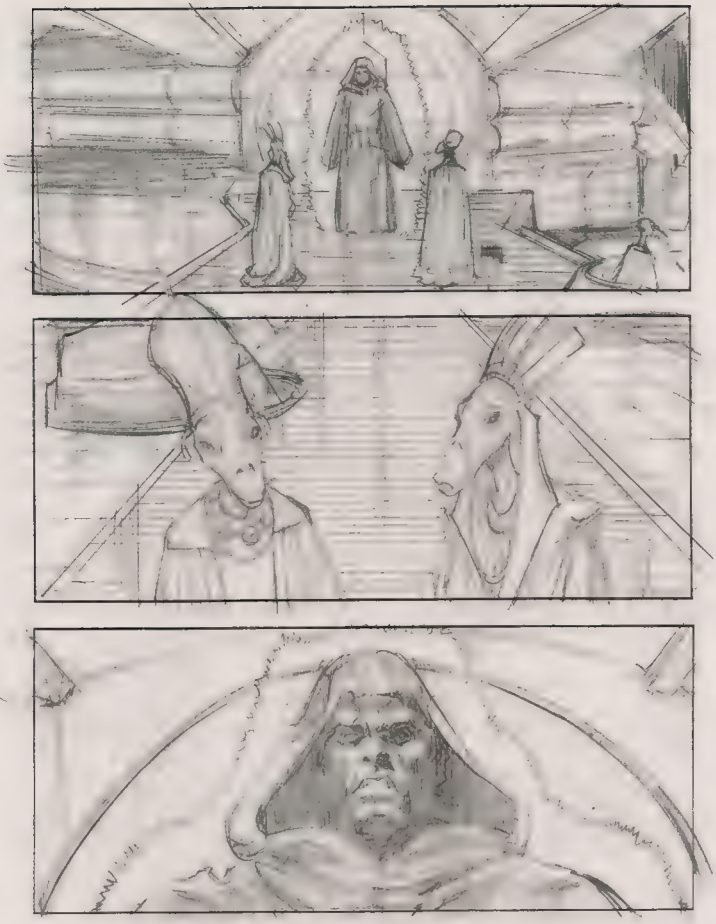
The two sea monsters meet (scene variation). ▫ McCaig



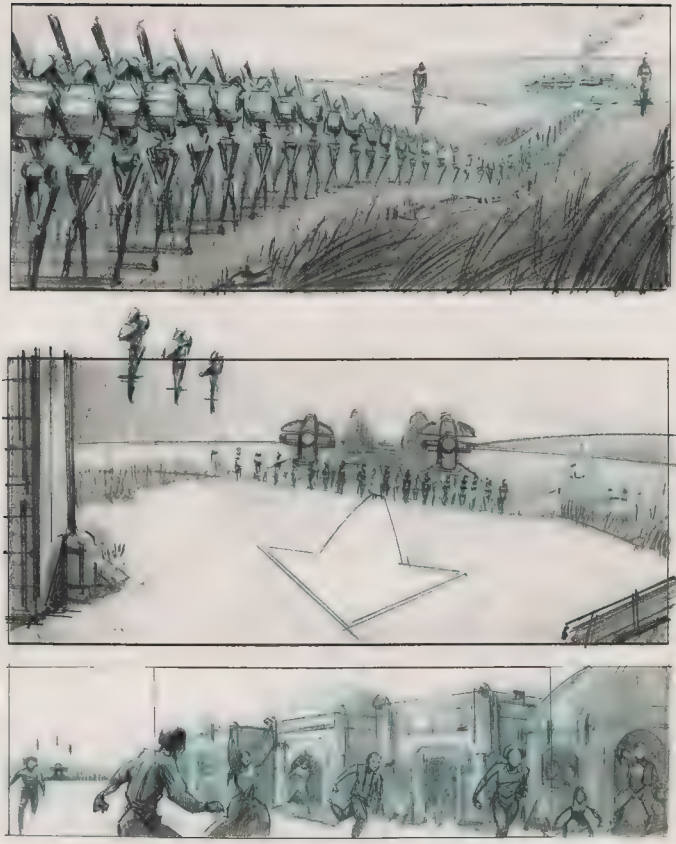
Battle of the sea monsters · McCaig



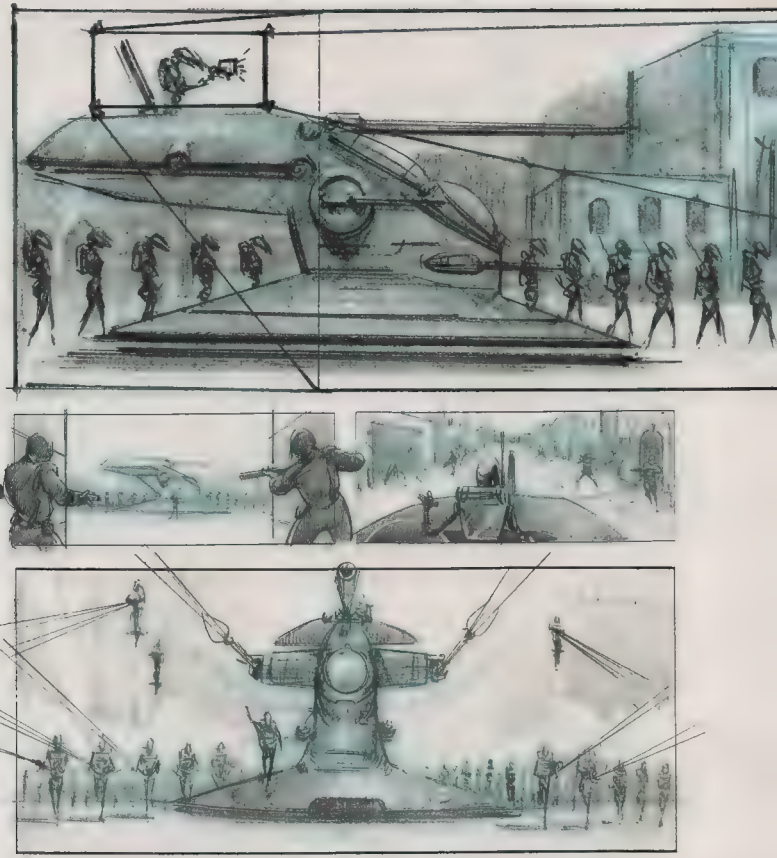
The larger monster devours the other. • McCaig



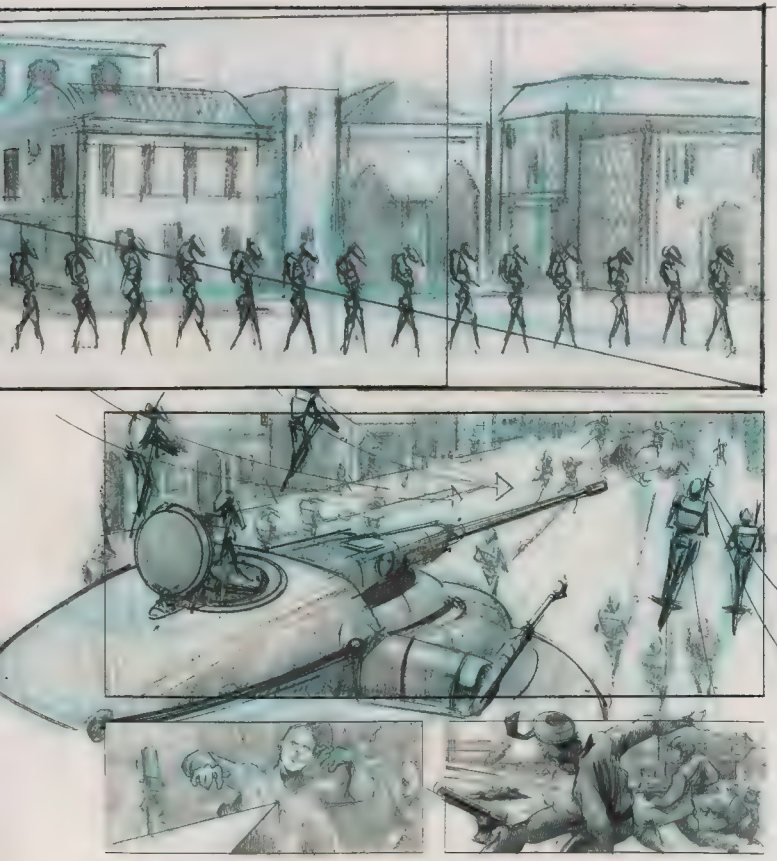
A Sith Lord (Darth Sidious) commands his Trade Federation lackeys to pursue Queen Amidala. • Jew



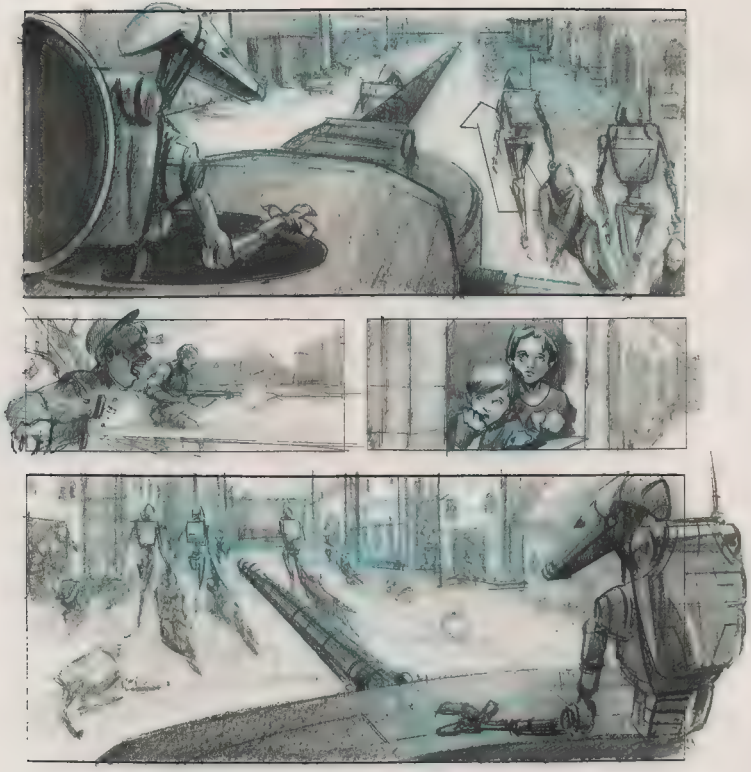
The droid invasion army approaches Theed, the capital of Naboo. • Natividad



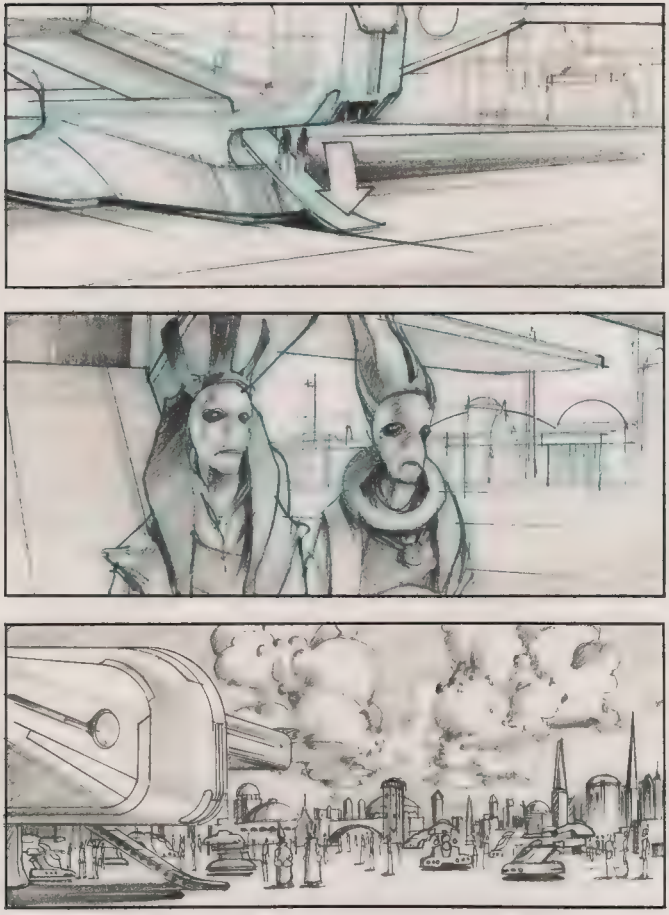
A Trade Federation tank enters the capital city. • Natividad



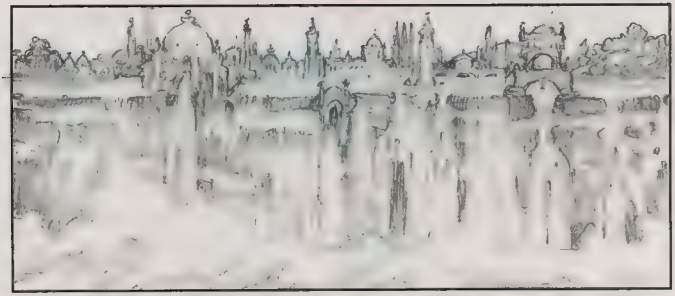
Citizens fight back, but are shot down by the droid army ◦ Natividad

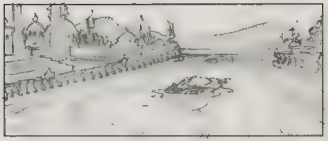


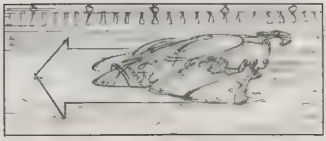
Battle droids drag away the corpses. ← Natividad

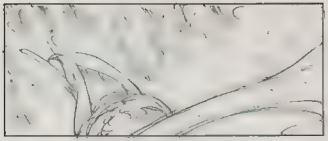


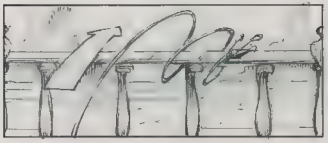
Trade Federation officials arrive in Theed. · Shuster/Kurt Kaufman

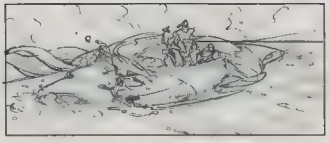




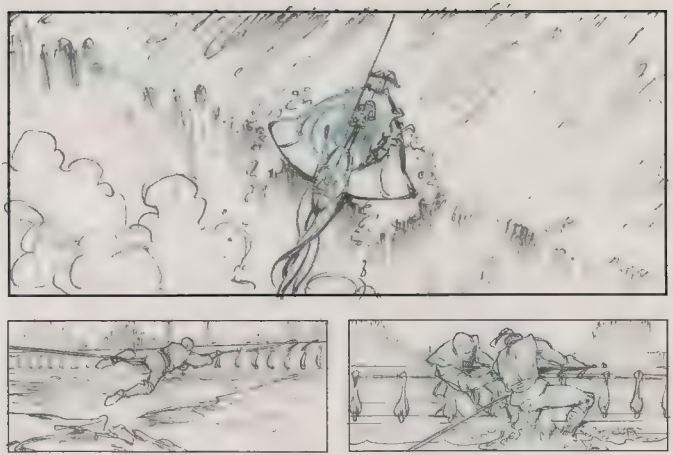




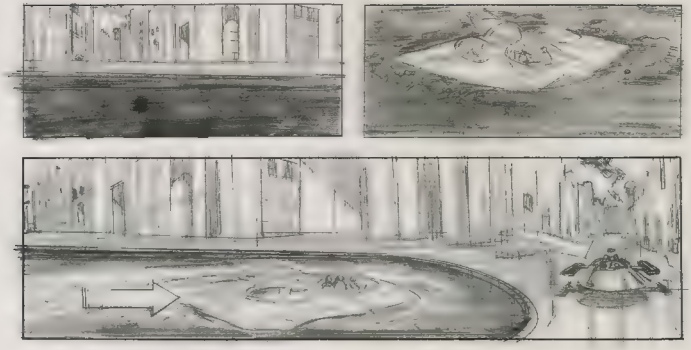




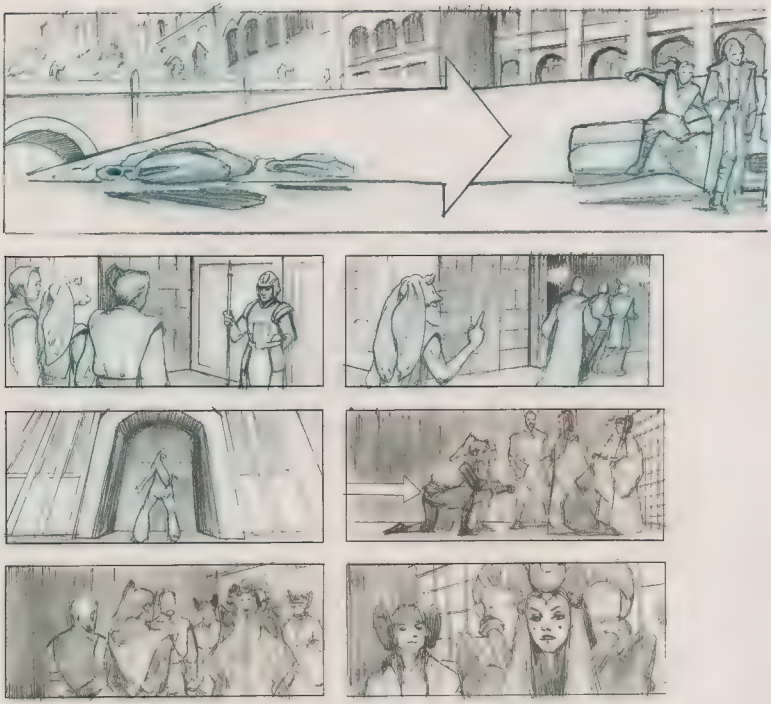
The sub surfaces in Theed, but it is too close to a waterfall. - McCalg



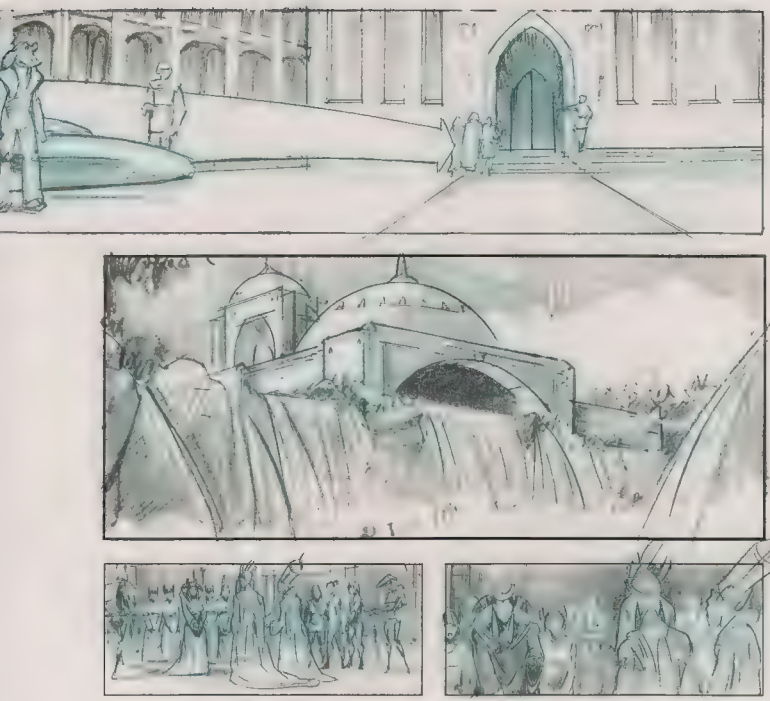
The trio escapes via a cable thrown around a railing McCaig



The sub docks more peacefully at Theed (scene variation). » Jew

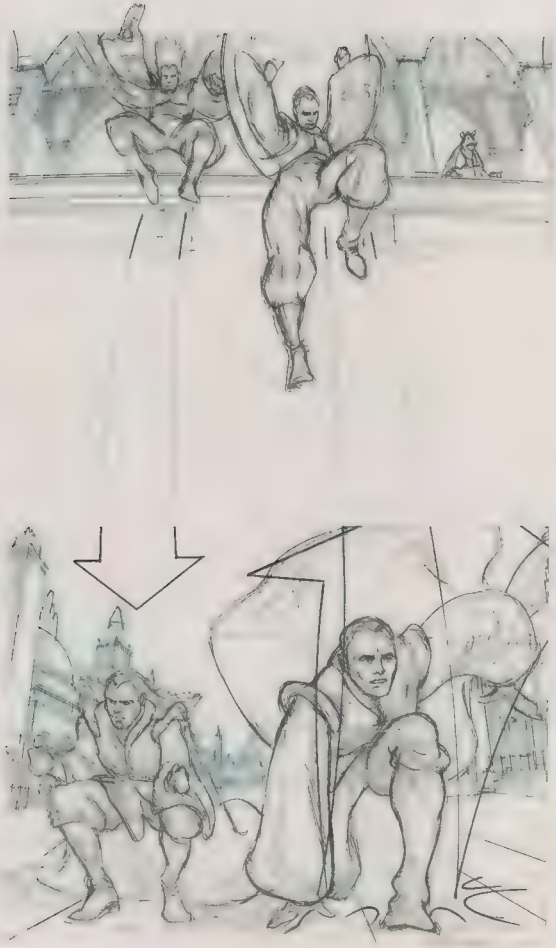


Jar Jar is left outside the city gates, the Jedi bow before the queen. ∞ Paul Topolos R1:2, R3L; Jew R3R, R4

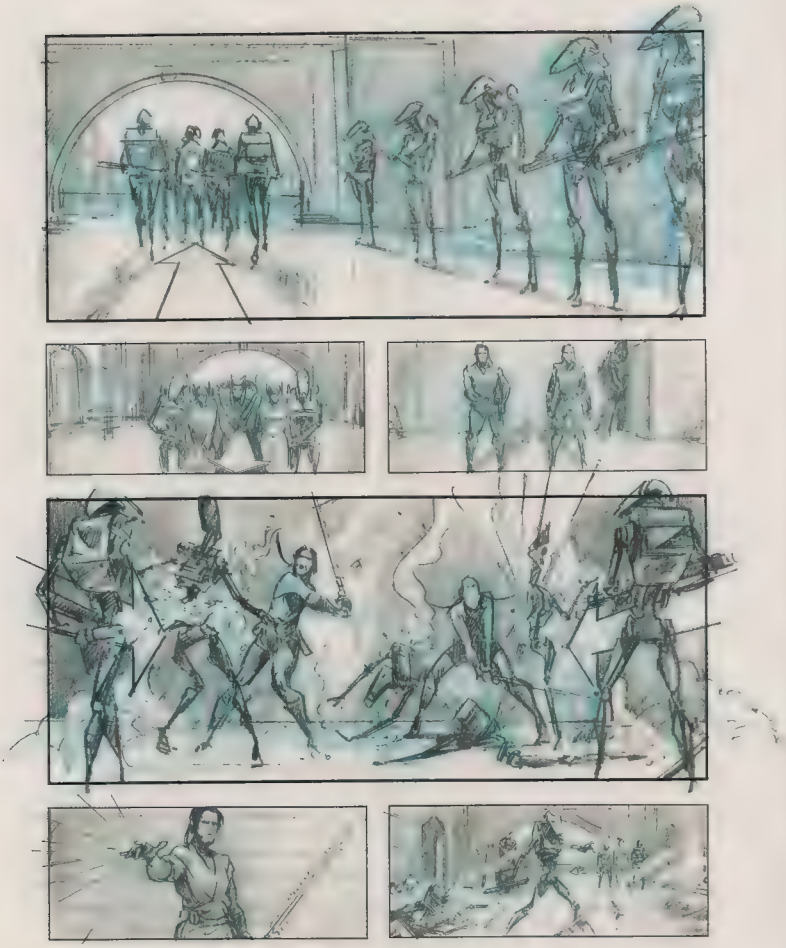


The Naboo hangar and waterfall: Trade Federation officials meet the queen » Natividad

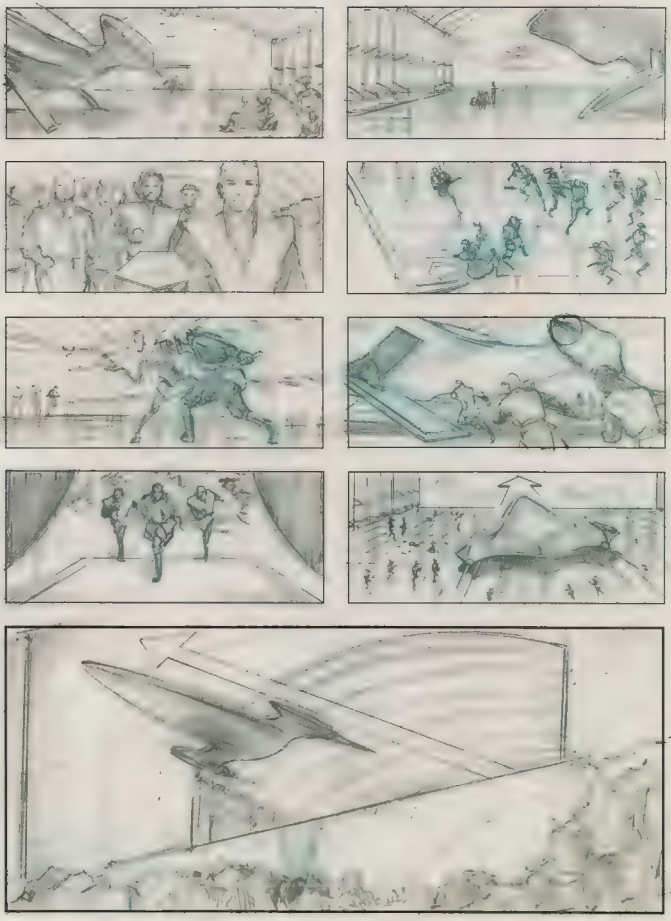
edi and Jar Jar espy the queen and battle droids (scene variation) · Topo os



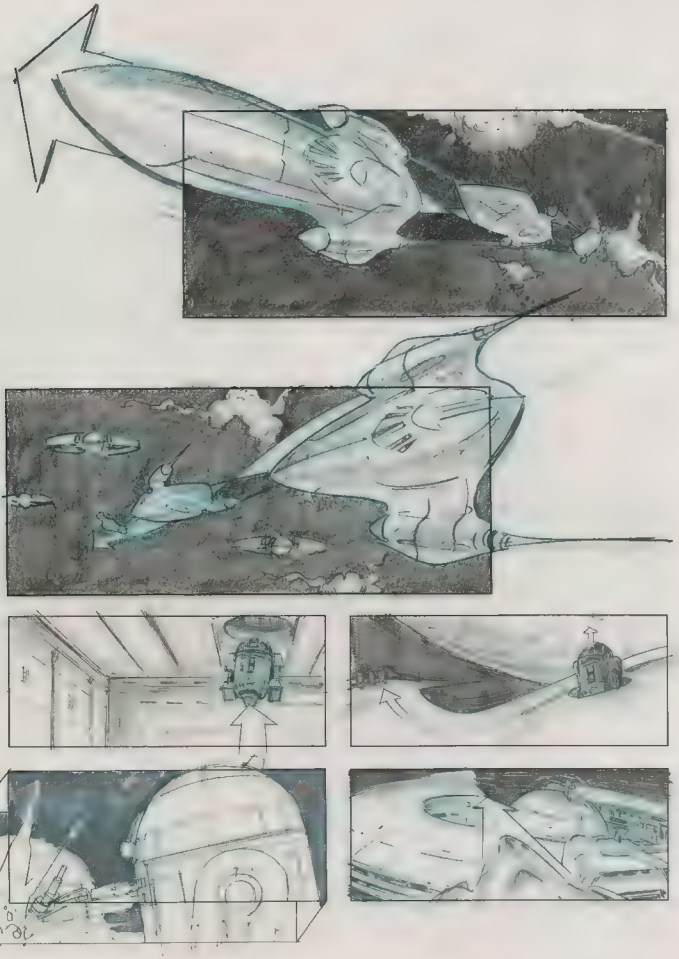
The two Jedi leap from the walkway. » Topolos



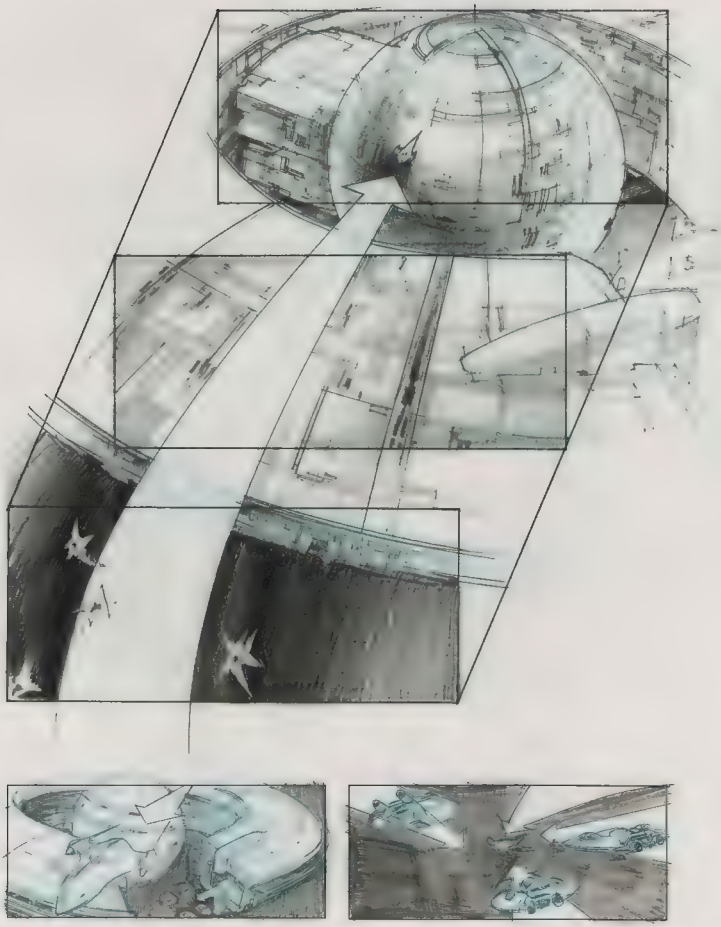
The Jedi reveal themselves and make short work of droids (scene variation). » Natividad



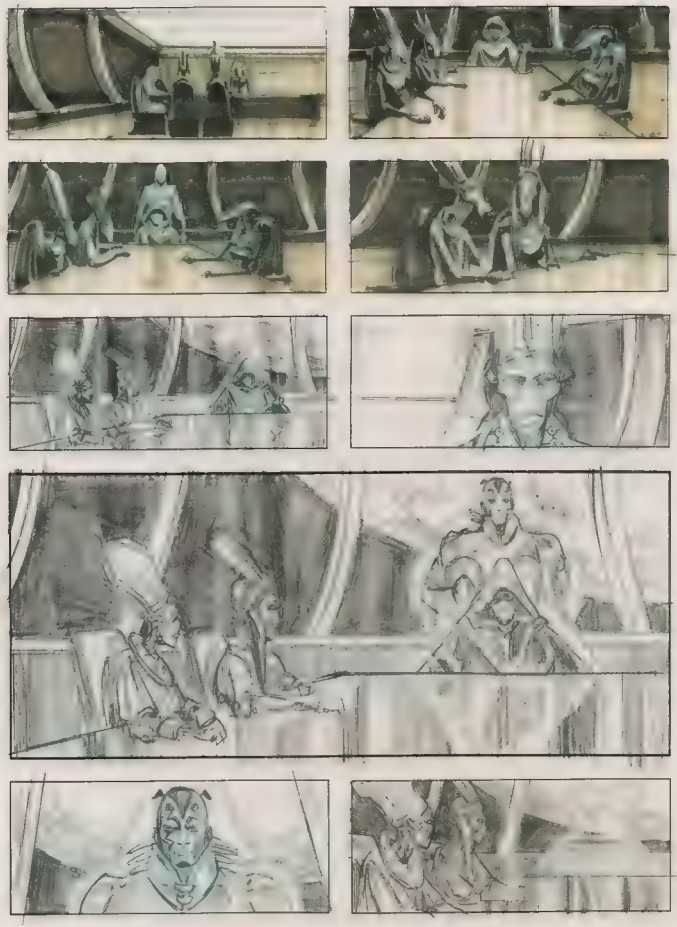
After a skirmish in the hangar, they escape in the royal starship. » Jew



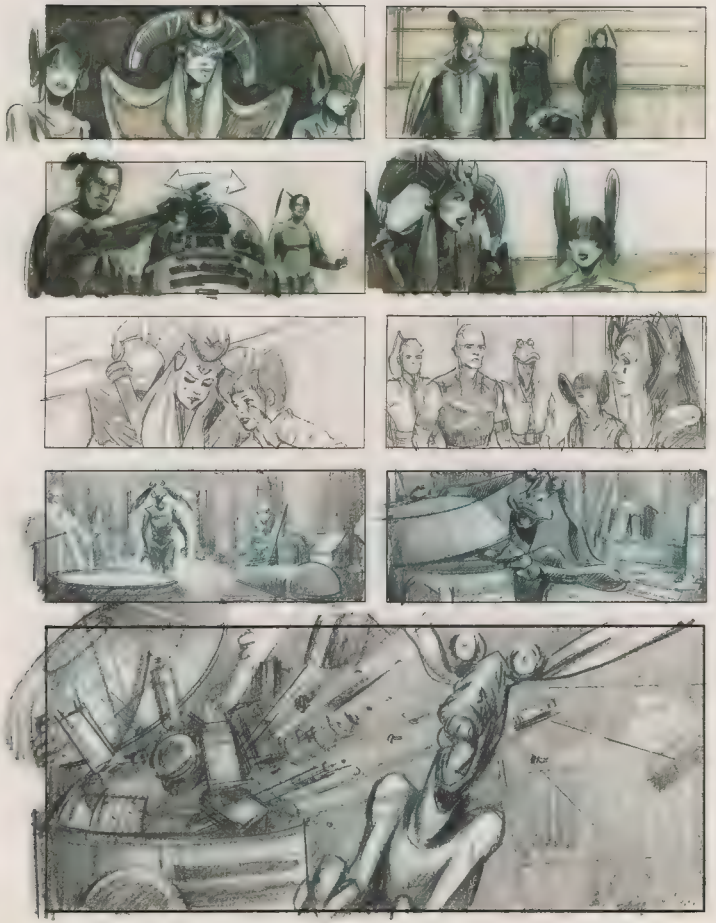
R2-D2 heroically repairs the starship. » Natividad **R1;2**; Jew **R3**; **R4R**, Shuster **R4L**



The queen's ship blasts past the Droid Control Ship. » Natividad **R1:3**, Jew **R4**

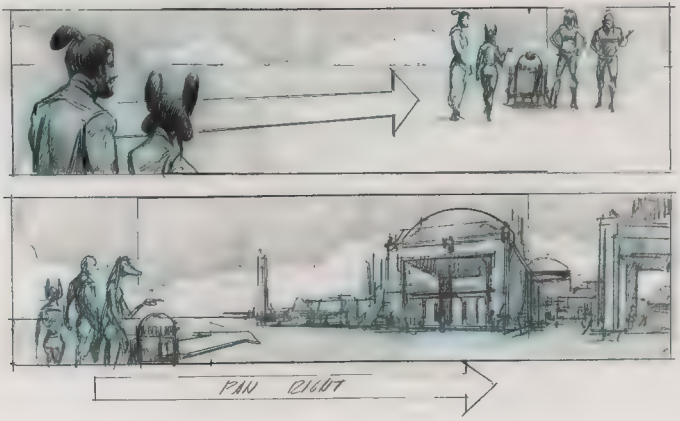


Sidious reveals Darth Maul, a second Sith Lord (with variations). → Natividad R1:2 Jew R3:5

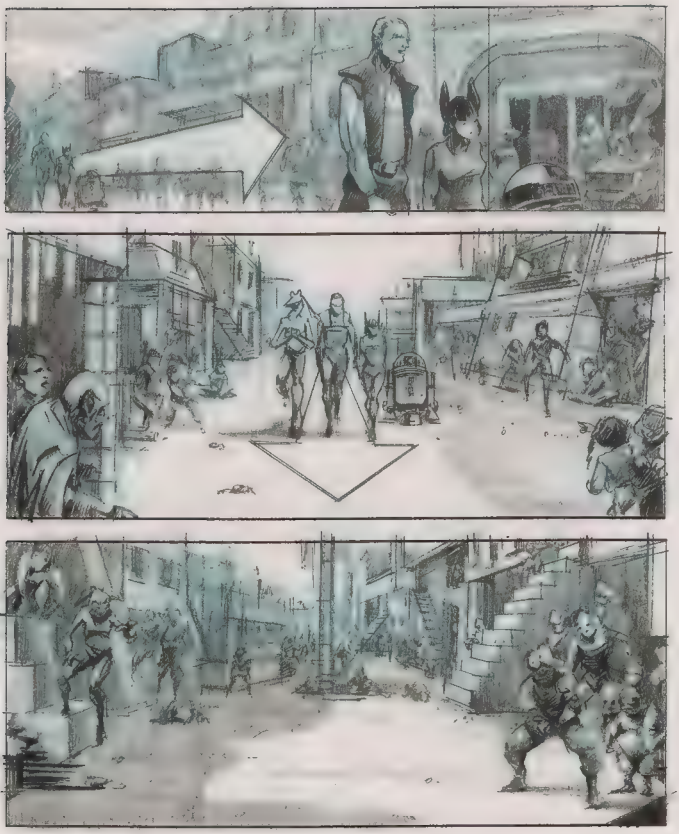


Queen Amidala praises R2. Jar Jar gag · Natividad **R1:2, R4:5,** Jew **R3**

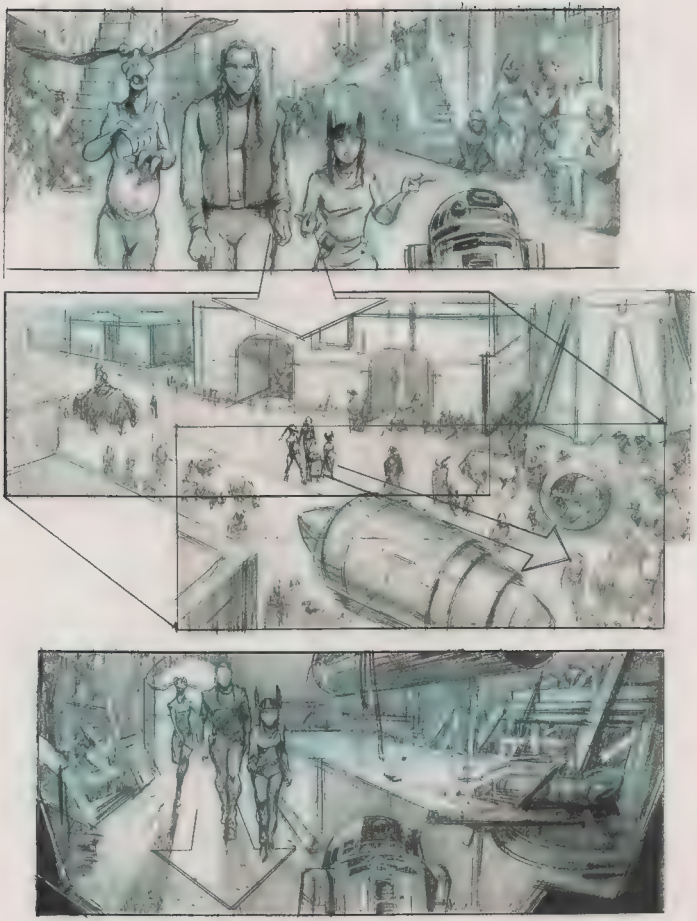
Padmé sports Princess Leia hair buns in Natividad's panels (and will in other boards, too).



The royal starship stops for repairs on Tatooine, Qui-Gon, Jar Jar, R2, and Padmé trek to Mos Espa. ◦ Shuster **R1**; McCaig **R2**, Natividad **R3:5**



Mos Espa resembles a town from the Wild West.

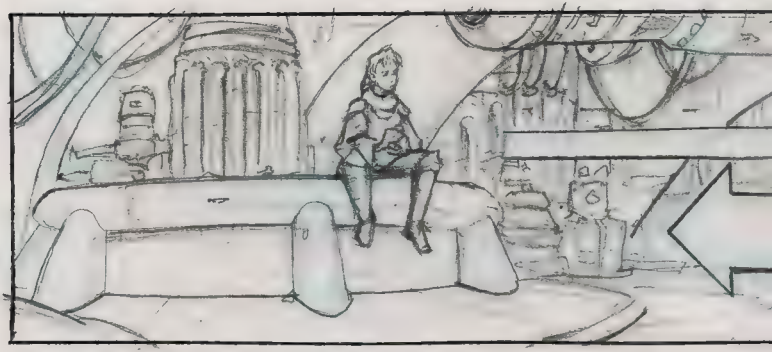


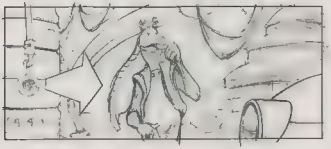
Entering Watto's shop - Natividad

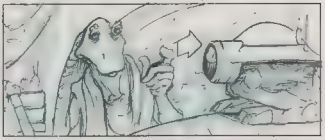
"Paul Topolos was my first apprentice and Episode I was his second professional job as a storyboard artist. No pressure."

Iain McCaig

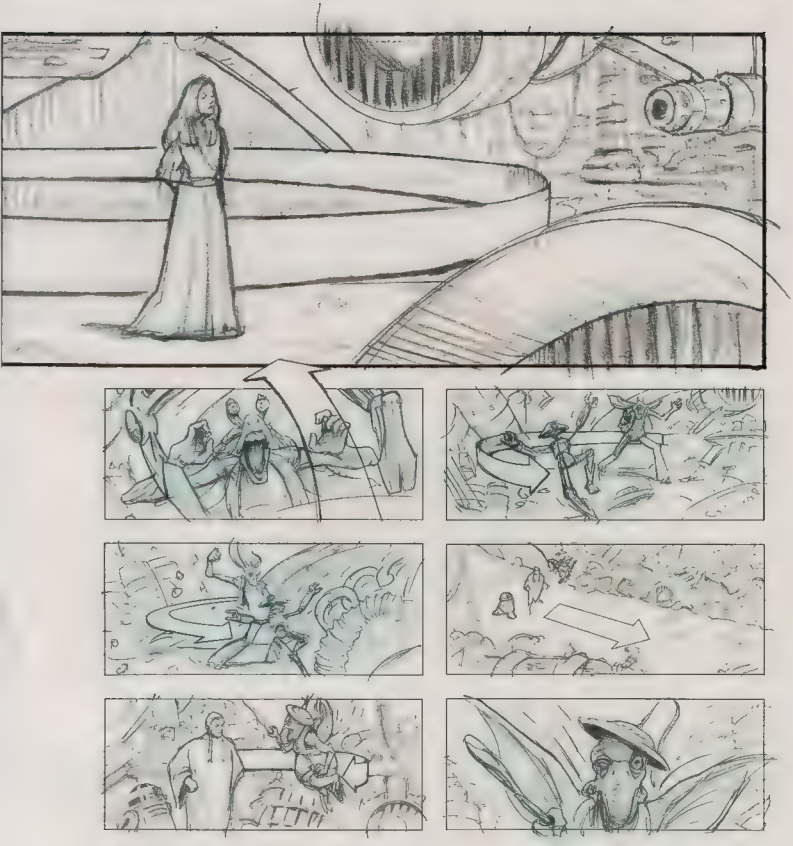
Meeting Junkyard owner Watto and his slave Anakin Skywalker. Jar Jar is told not to touch anything. ▫ Natividad **R1:2**; McCaig **R3**, Topolos **R4:5**





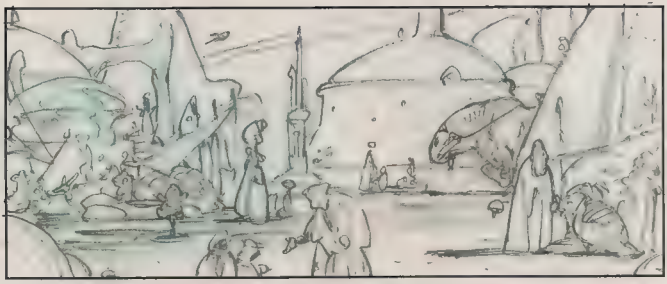


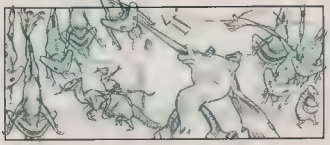
Anakin Skywalker talks with Padmé. Jar Jar is curious. » Topolos R1, R4; McCaig R2:3

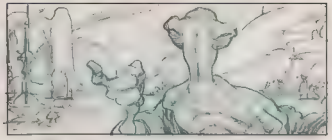


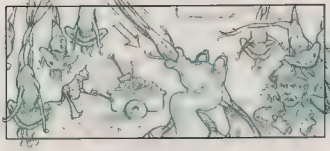
Drawing first with a blue pencil line is an old animation trick. The blue color typically drops out on photocopy machines, leaving the image a crisp black and white.

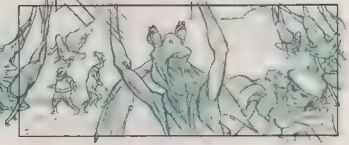
A spastic pit droid startles Jar Jar, Qui-Gon and Watto barter in the junkyard. » Topolos

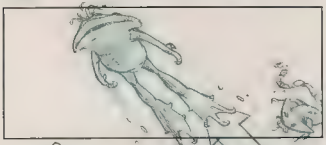






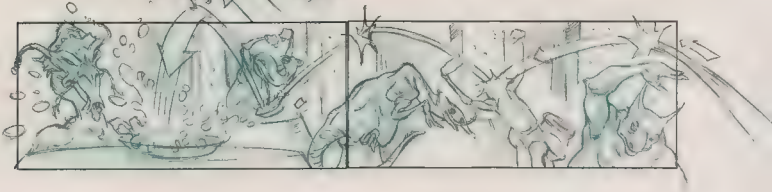




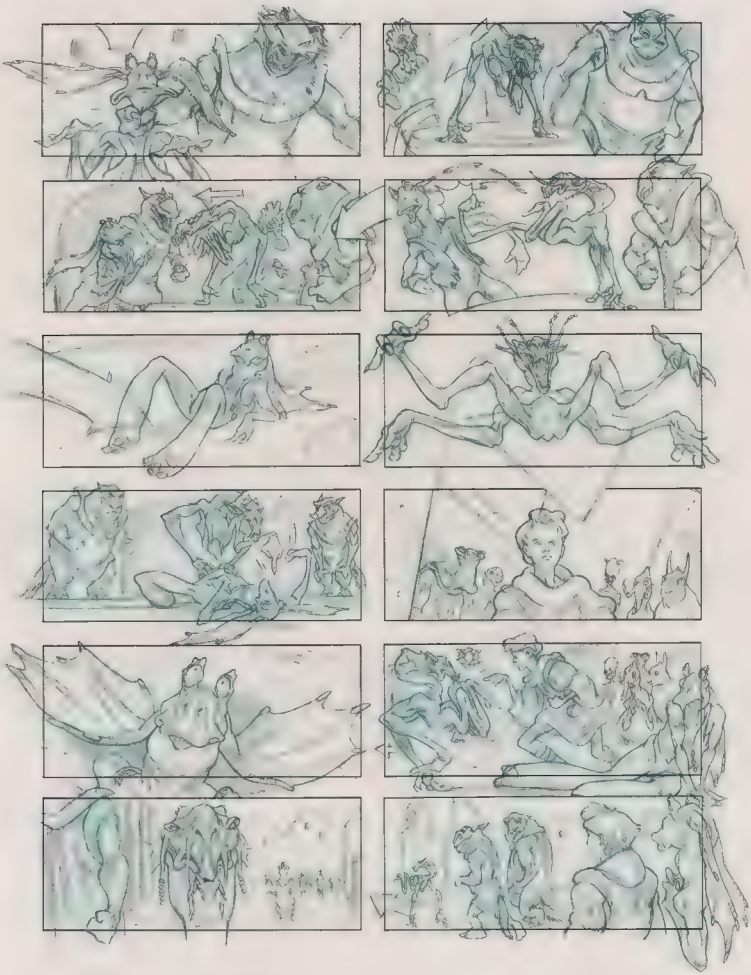


"Terryl Whitlach displayed her zoological background in her storyboards featuring Jar Jar and Sebulba. Her boards were inspiring to see."

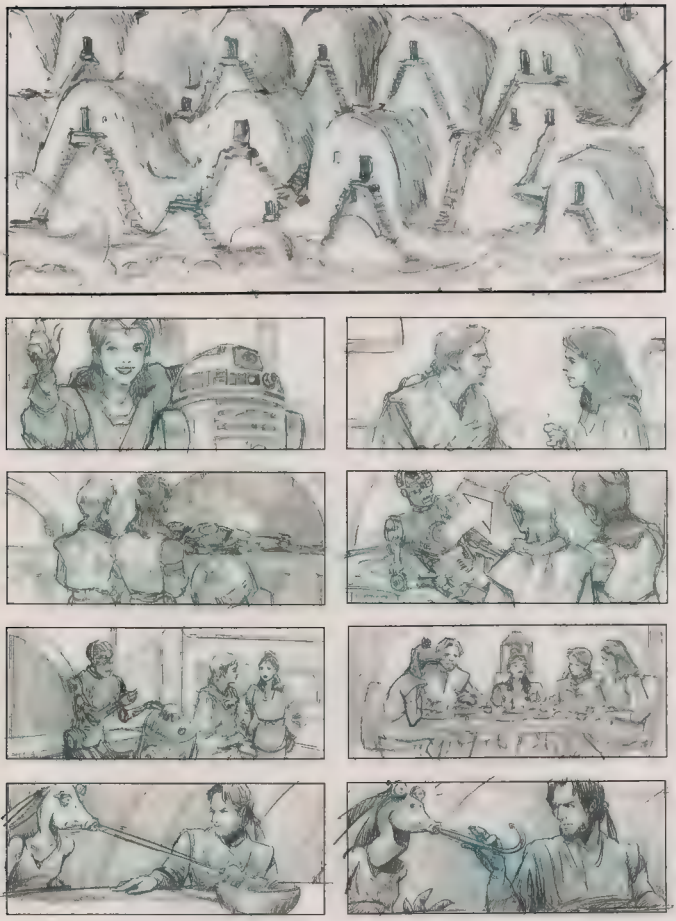
Benton Jew



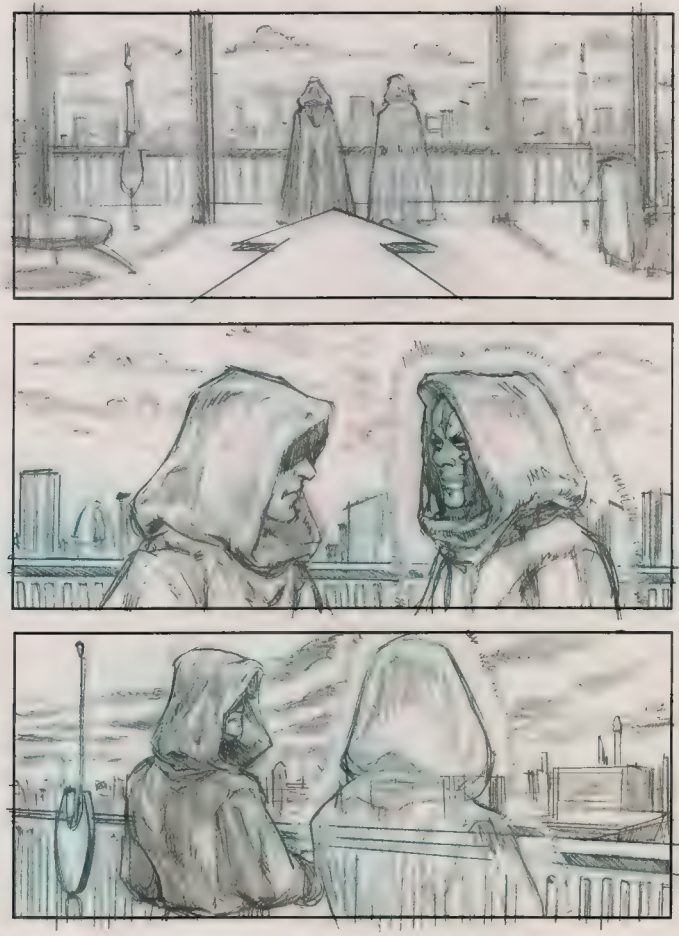
Jar Jar tries to steal a snack from an open-air market ~ McCaig **R1, R2R; R4.** Terryl Whitlatch **R2L, R3, R5**



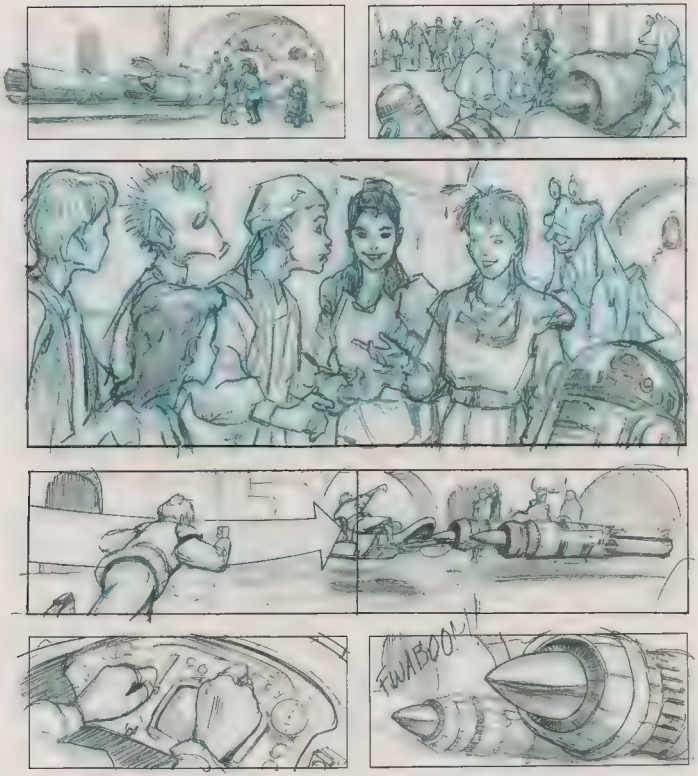
Sebulba attacks Jar Jar whom Anakin defends » Whitlatch



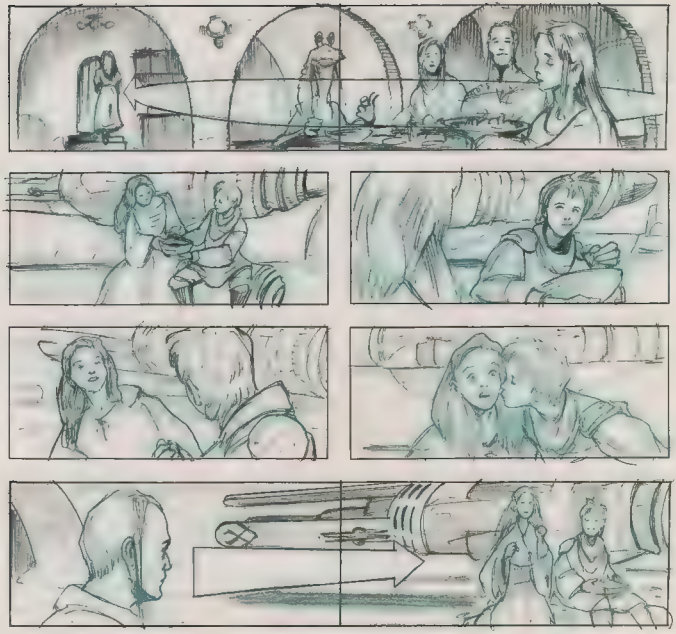
Slave quarters. Anakin shows Padmé his droid, C-3PO, dinner » Jew R1:4, Natividad R5



The two Sith Lords plan their revenge, on a Coruscant balcony. » Jew



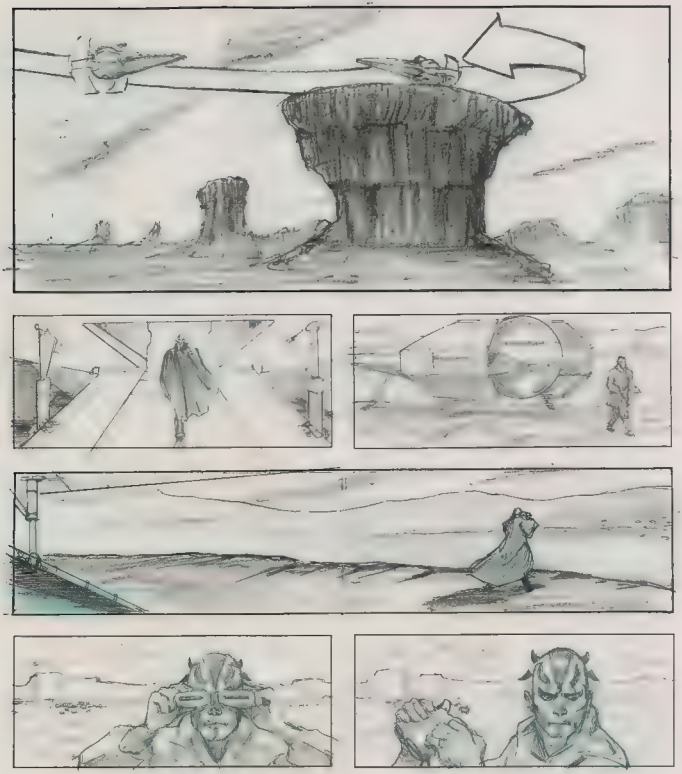
Anakin and friends, Anakin jumps into his podracer » Jew R1:2; Topolos R3:4



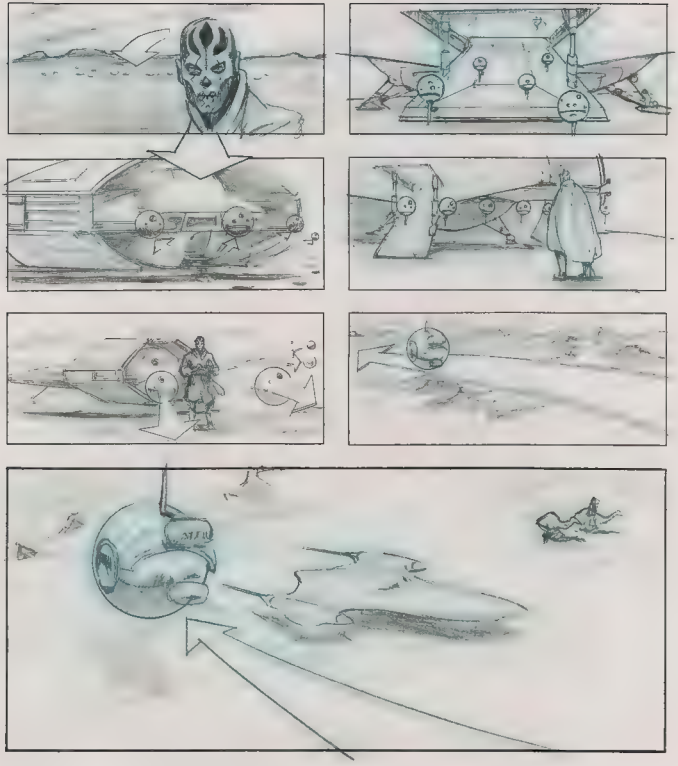
"Once upon a time, I modeled young Anakin on James Robinson, who played young William Wallace in Braveheart. *By the time we came to shoot Episode I, though, he would have been taller than Obi-Wan (and shaving)."*

Iain McCaig

A girl (possibly Padmé) takes Anakin a plate of food, he steals a kiss. • Topolos

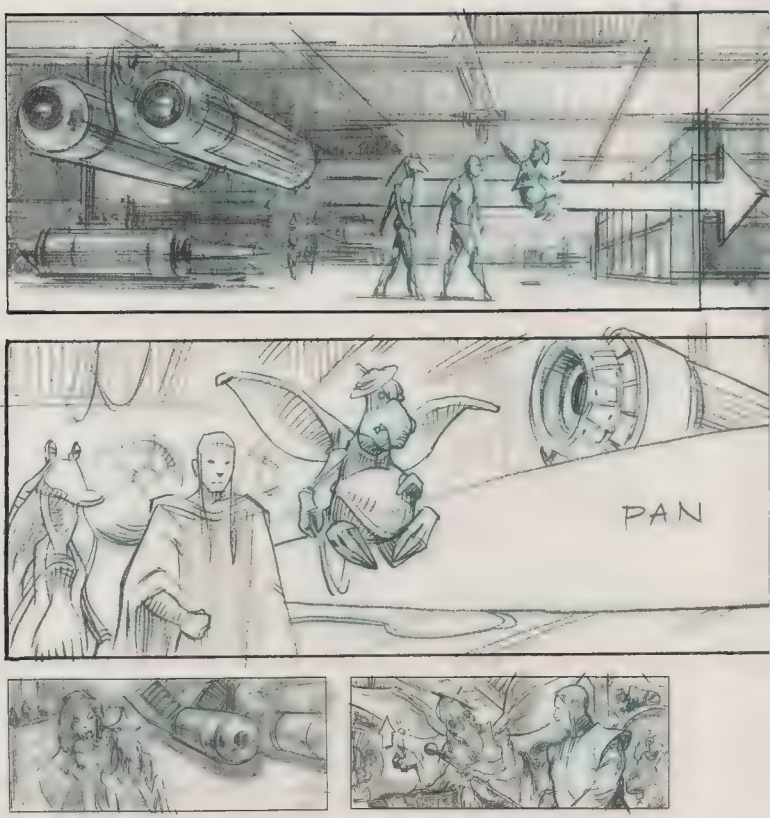


Darth Maul arrives on Tatooine. • Topolos R1, R2L, R3, Jew R2R, R4

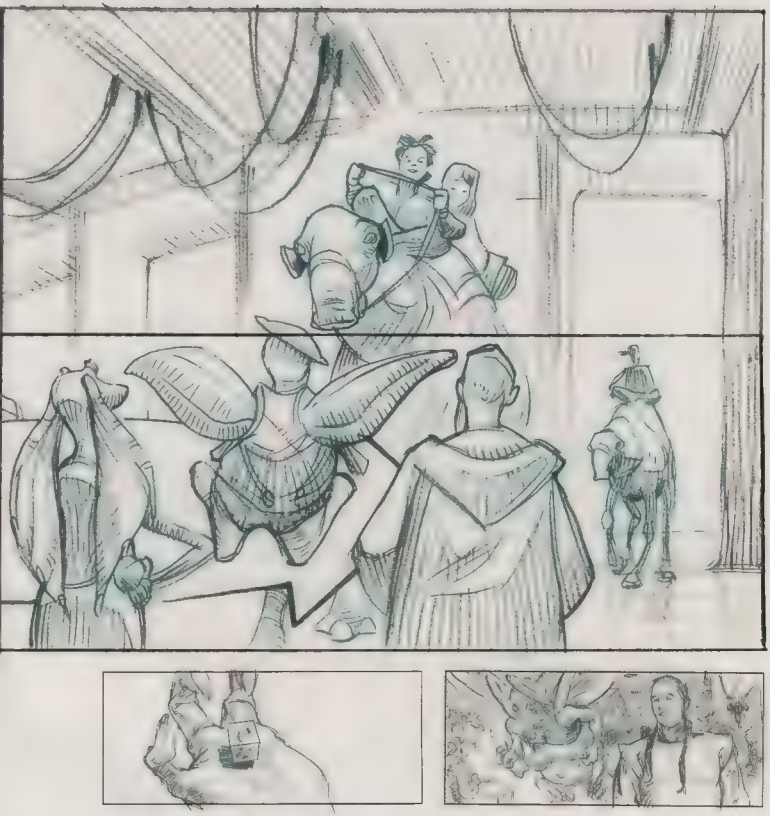


At one point, Lucas considered changing Darth Maul's character into a female. Superstar Hong Kong actresses Maggie Cheung and Brigitte Lin were among those whose photos were on the casting office wall, according to Benton Jew.

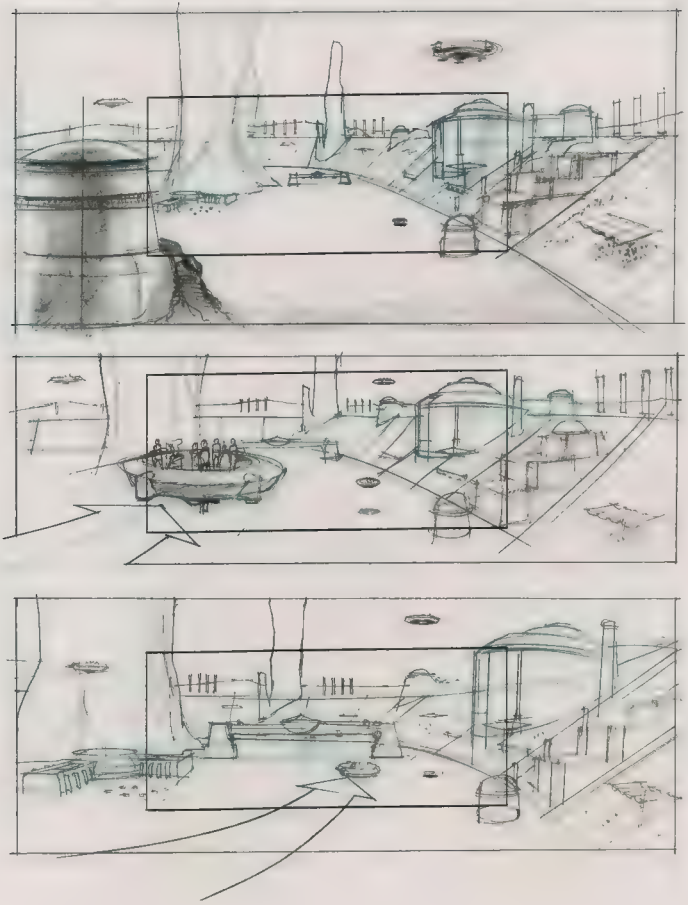
Maul sends probe droids out to track the queen. » Topolos R1, R2R, Jew R2L, R3:4



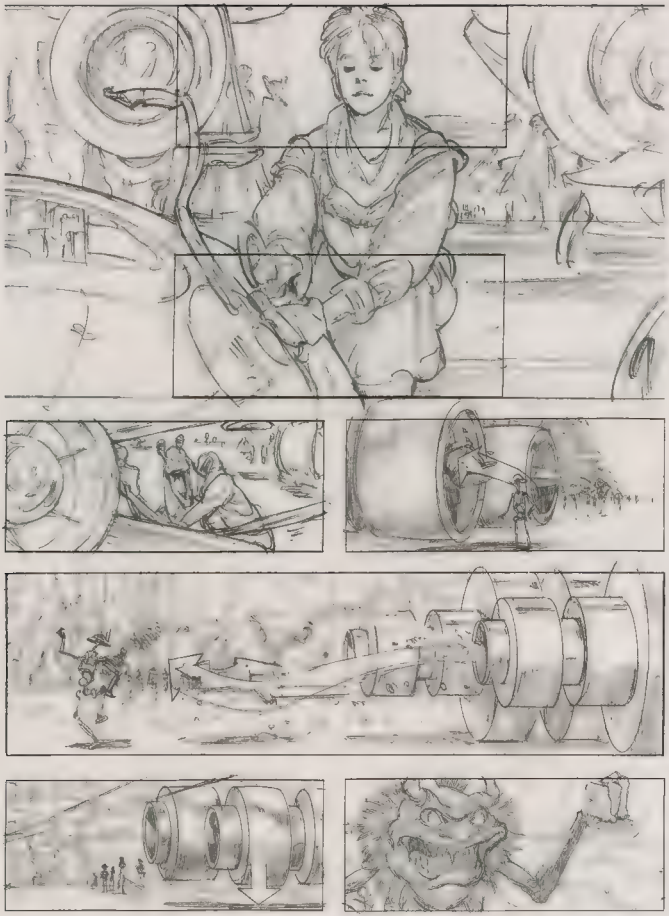
Arriving in the podracer hangar » Natividad R1, Peter Chan R2, Erich Rigling R3



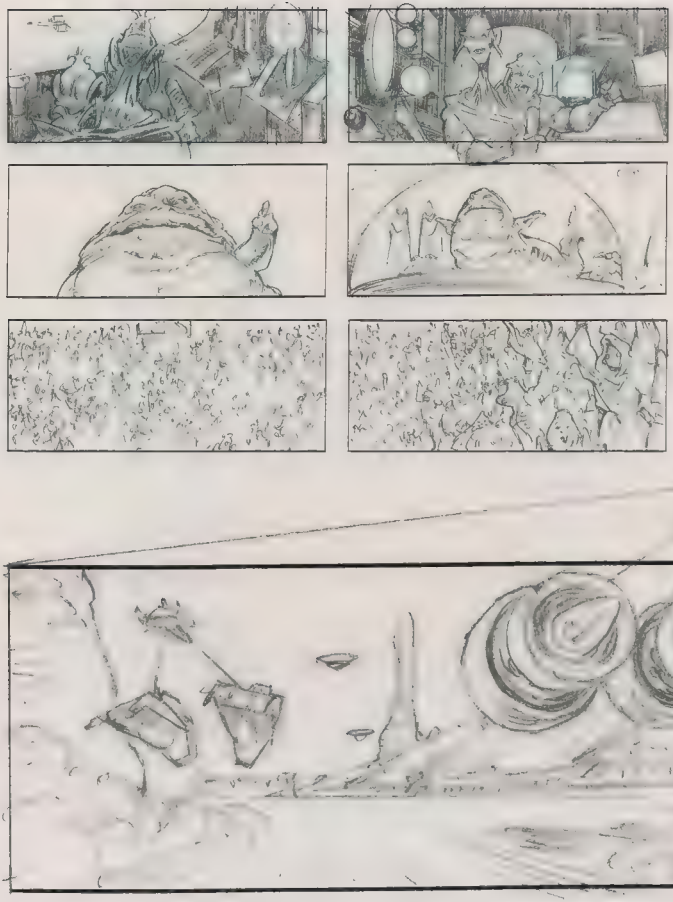
Watto rolls the dice while arranging the stakes of his bet with Qui-Gon. » Chan R1:2, Rigling R3



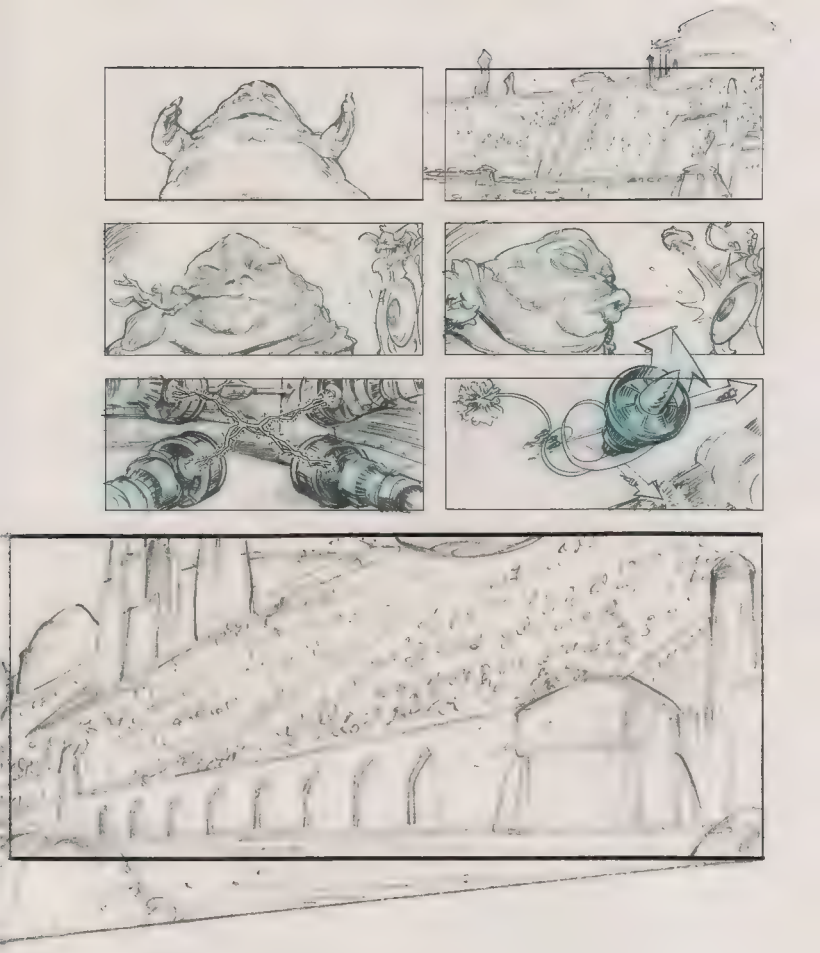
A spectator pod enters the podracer arena. – Topolos



Anakin gets ready; a pit droid is sucked through an engine. • McCaig **R1, R2L,** Jew **R2R, R3:4**

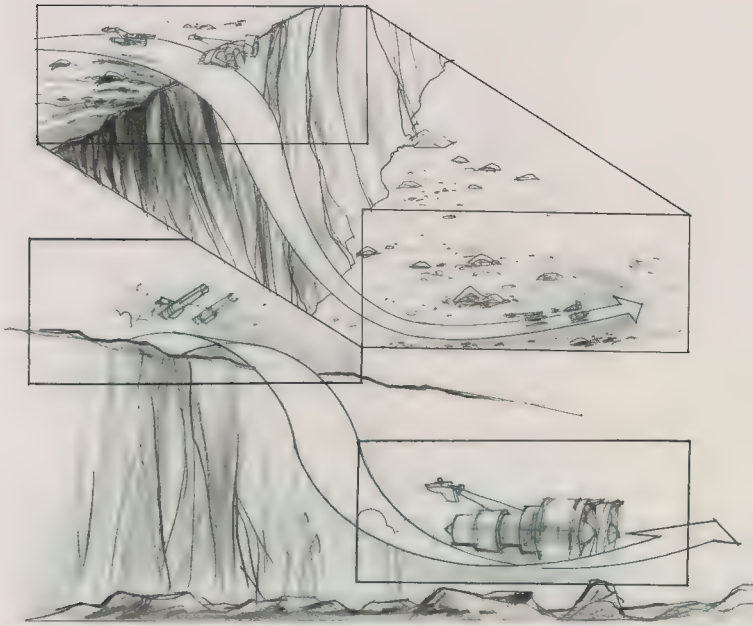


A two-headed announcer and Jabba the Hutt are introduced. » Natividad **R1**, McCaig **R2:4**



Jabba starts the podrace; one podracer malfunctions. « McCaig **R1:2**, **R4**, Barnes **R3**

Podrace action. Anakin heads over a cliff in his podracer. » Barnes **R1**; Shuster **R2**; McCaig **R3:6**



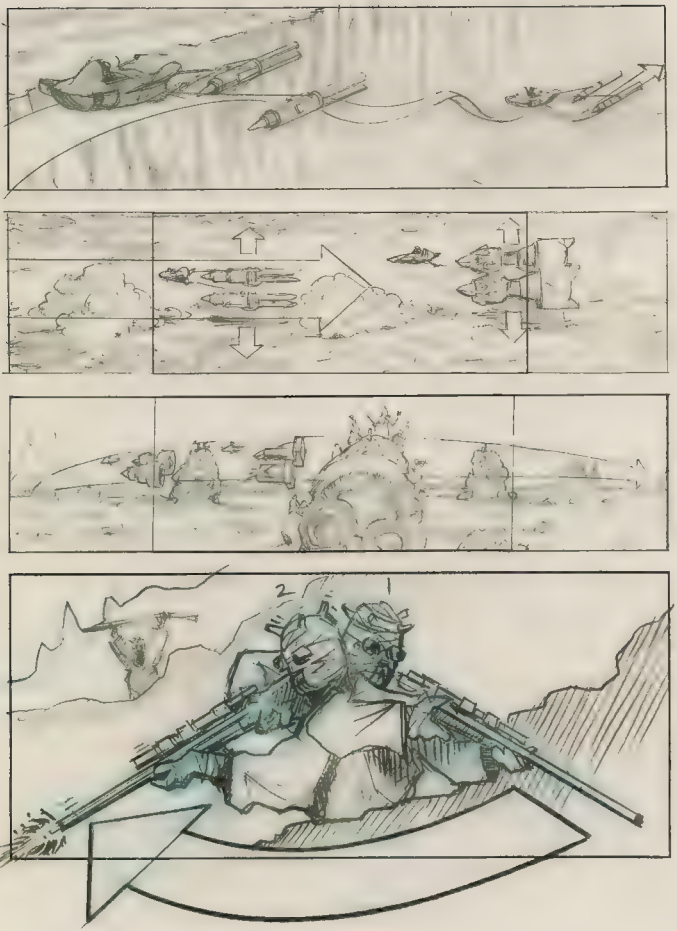
"The great Jay Shuster (who later designed Wall E) storyboarded the original version of the podrace with me. Even though there are few boards of his here in the final version, his drawings underpin the entire race. Jay was (and is) a great lover of all things mechanical, and I wouldn't be able to draw a decent ellipse without him."

Iain McCaig

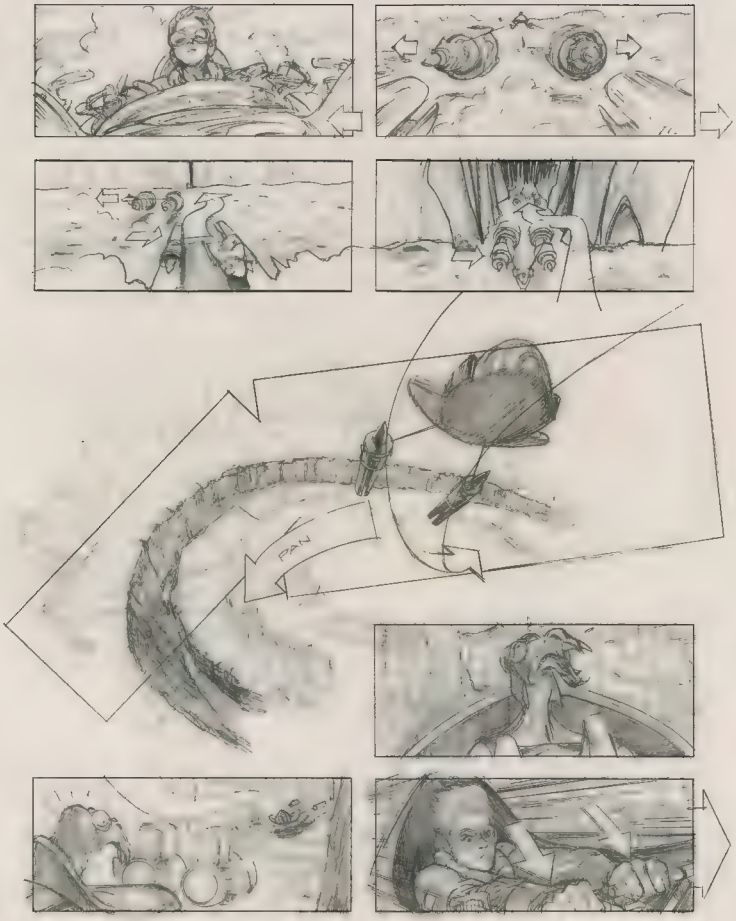
"Jay Shuster was a whiz at spaceships and all things mechanical. He amazed me with his inventiveness and his ability to put together the most difficult shots in just a few pen strokes."

Benton Jew

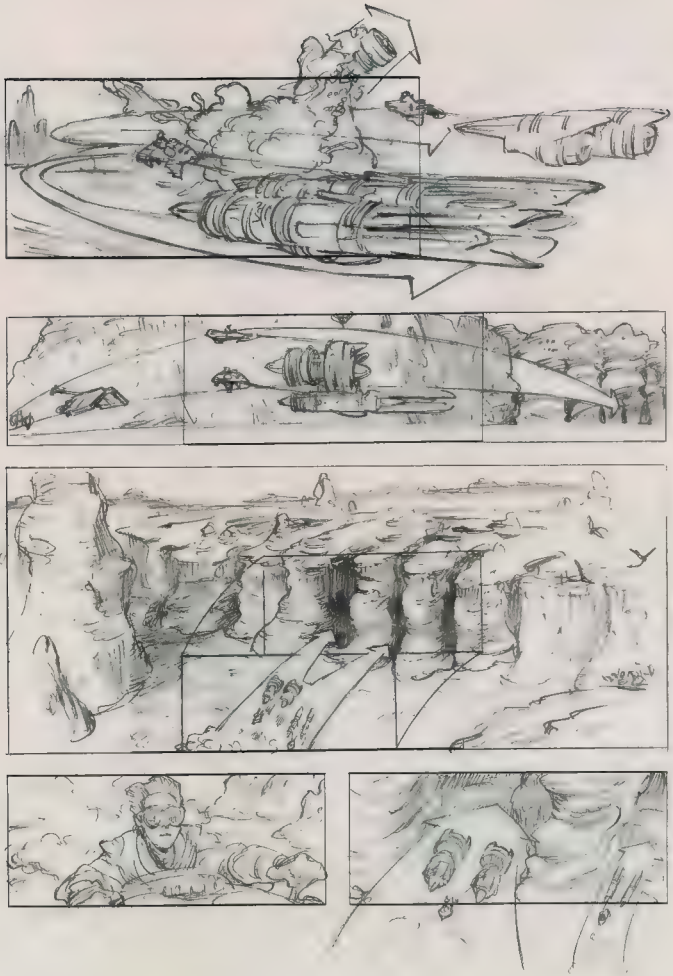
Anakin flies over the cliff, fan reaction with R2 » Shuster R1:2; Jew R3



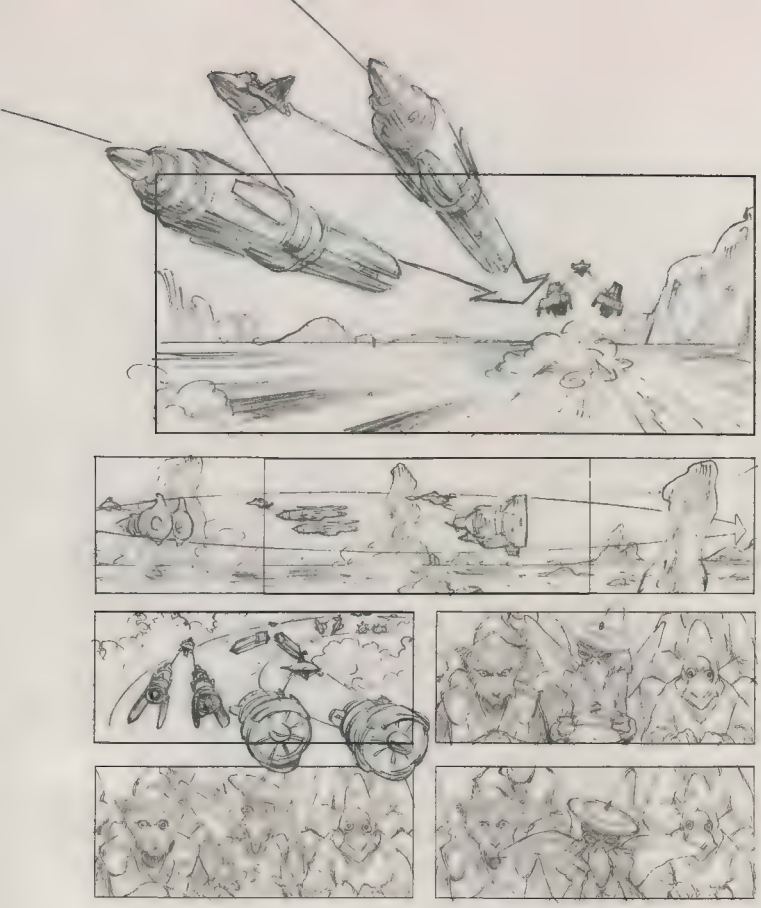
Racing, with Sand People taking aim » Jew R1; McCaig R2:3; Barnes R4



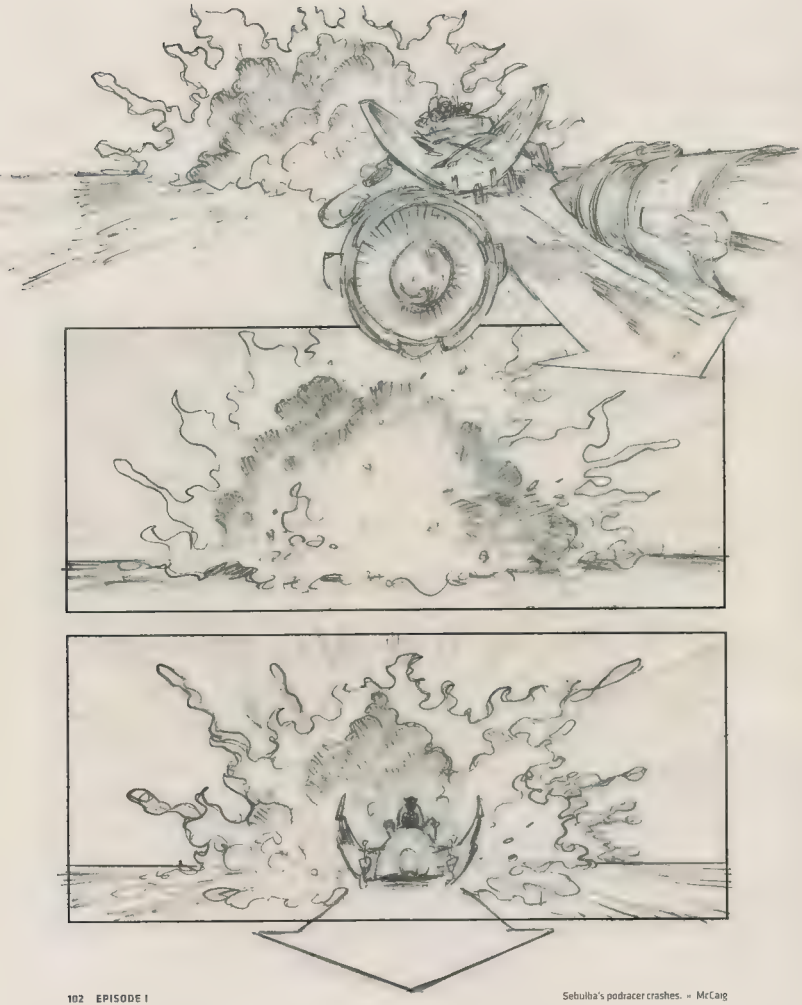
Entering a narrow canyon (with variations) » McCalg R1:2, Jew R3:5



Entering multiple canyon pathways – McCaig

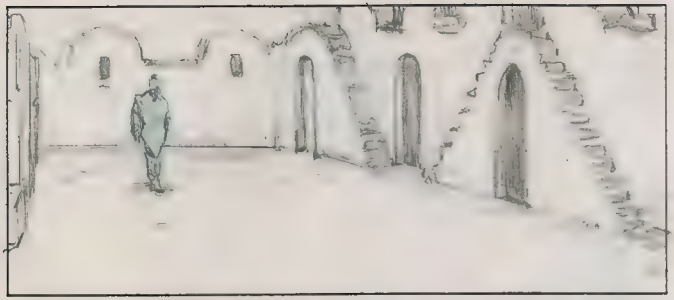


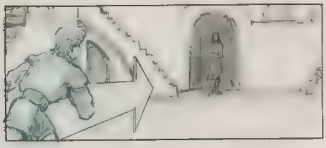
Anakin pulls even with Sebulba; Watto looks glum. » McCaig R1:2, R3L, Jew R3R, R4

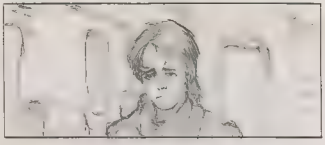


Sebulba's podracer crashes. • McCaig

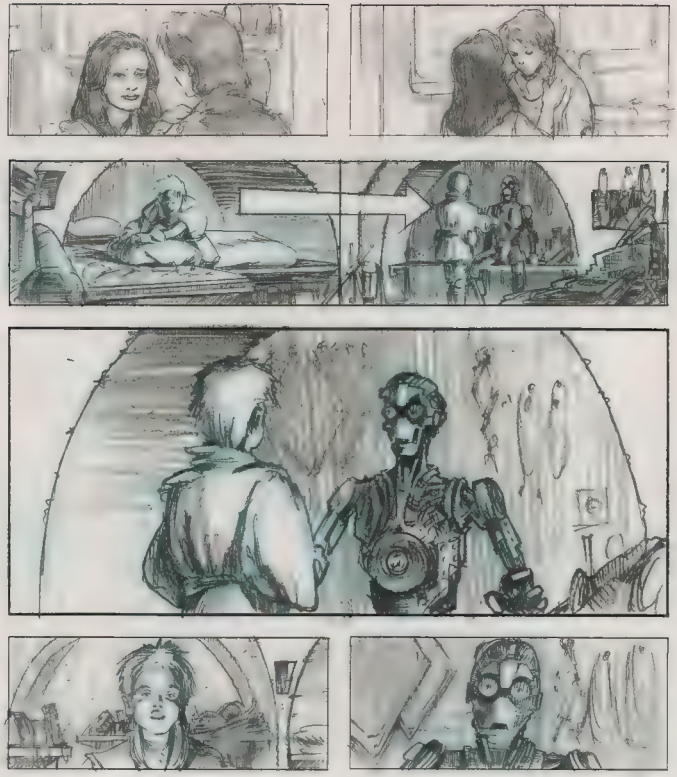
Sebulba leaps from the cockpit and douses his burning rear end; Jar Jar in a staring match » McCaig **R1:4**; Jew **R5**



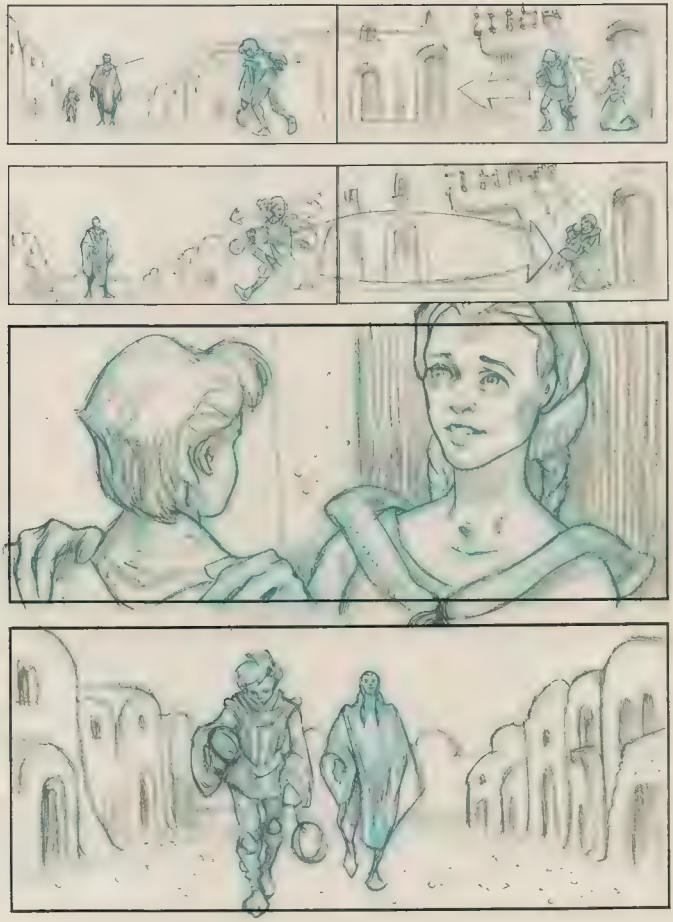




Anakin says goodbye to his mother. » Jew

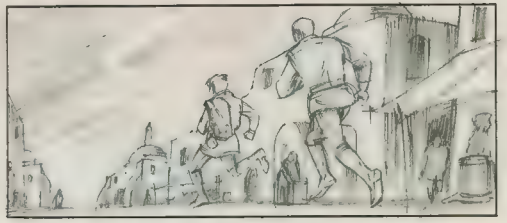


Anakin says goodbye to C-3PO. » Jew R1, Barnes R2:4

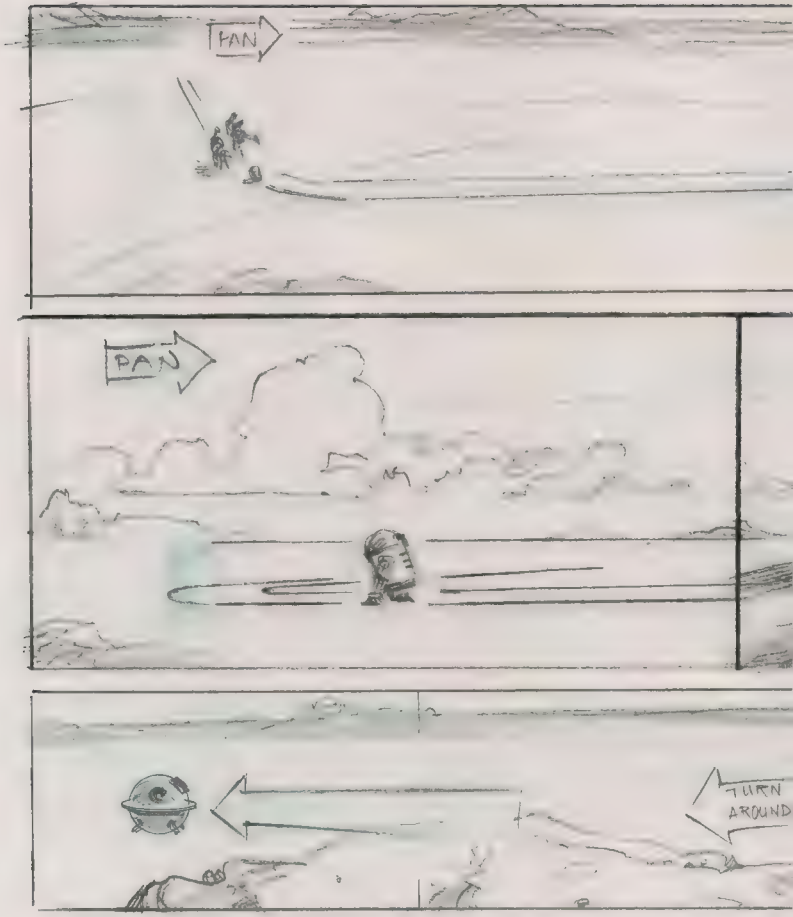


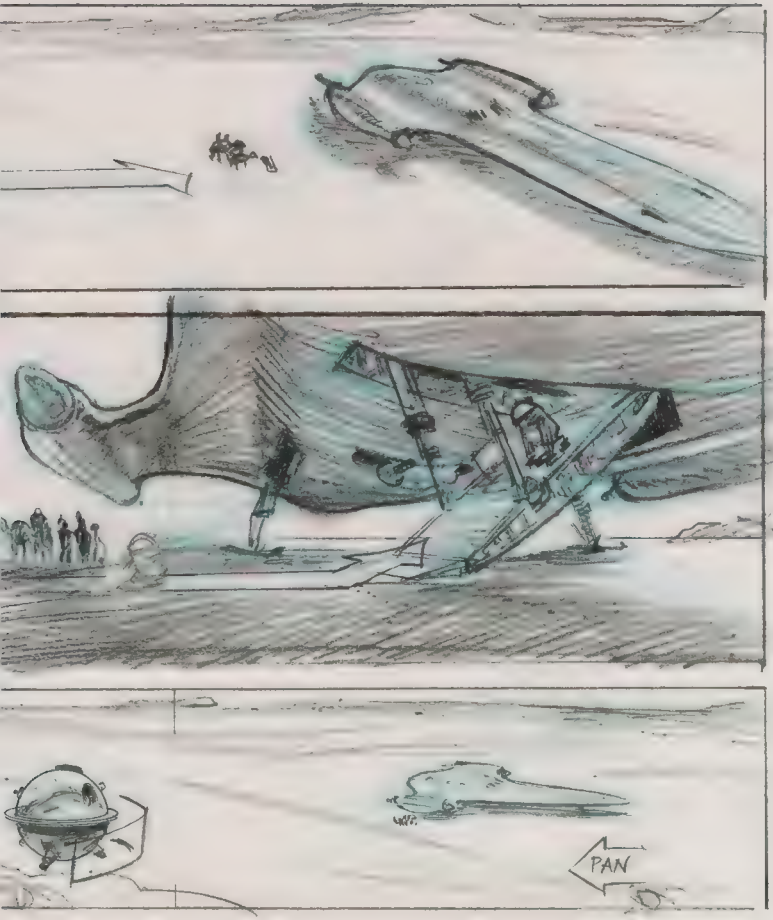
Anakin says goodbye to his mother (scene variation). « Artist unknown

These scenes wouldn't make the final cut of the film's theatrical release.

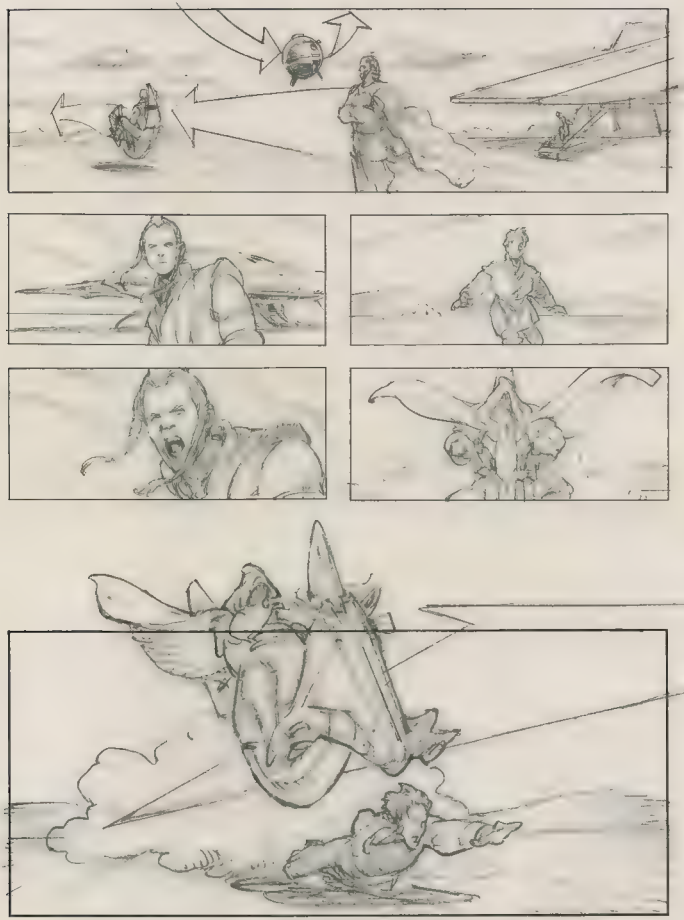


Saying goodbye to an old friend: Qui-Gon slashes a probe droid. » Tom Watson

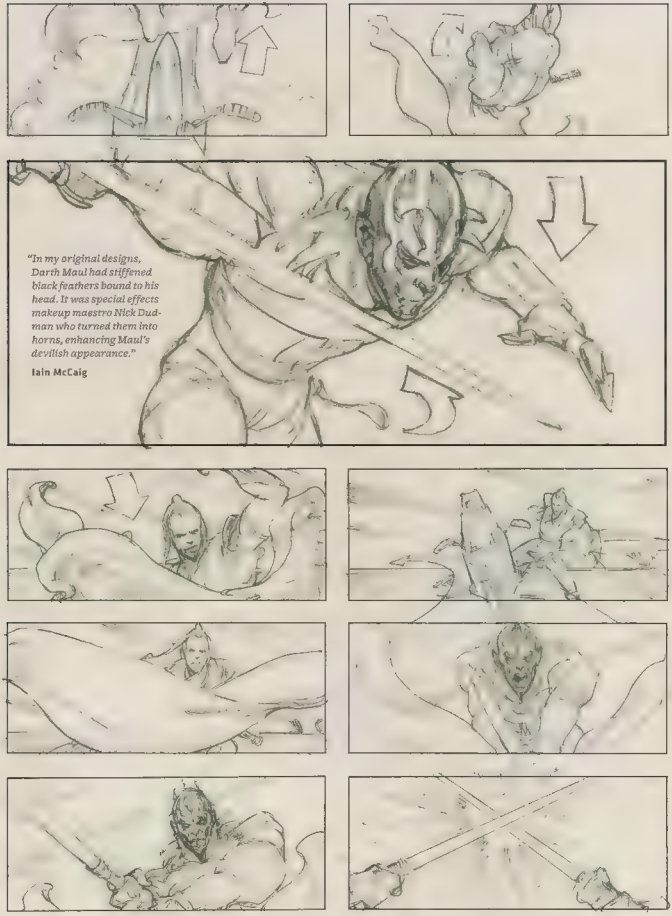

PAN
PAN
TURN
AROUND



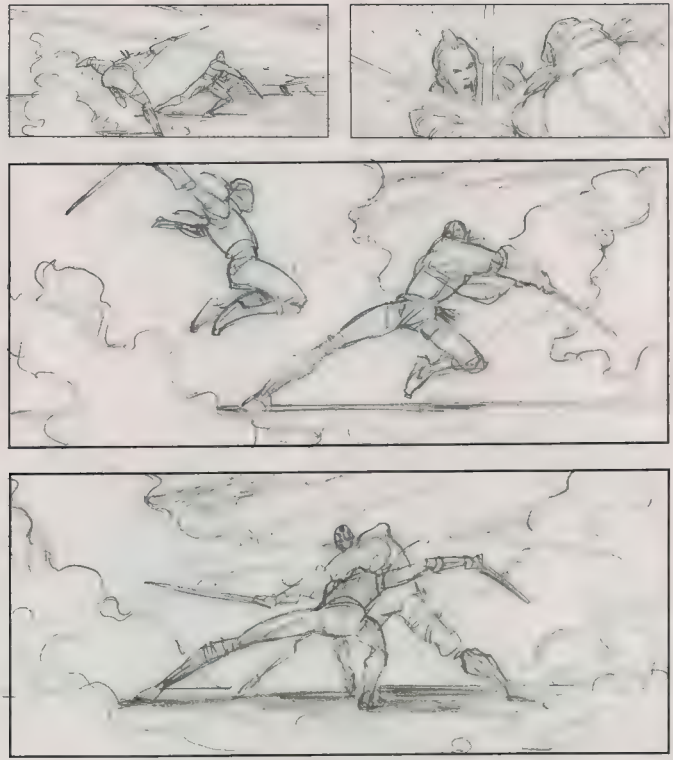
Return to the queen's starship observed by probe droid » Topolos



Maul almost runs over Anakin → Jew R1: McCaig R2:4

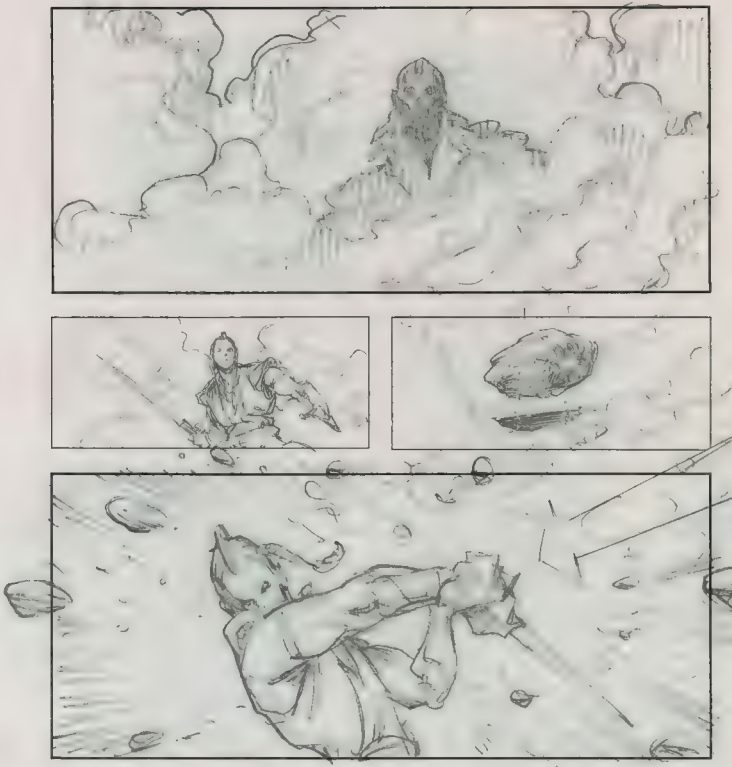

"In my original designs, Darth Maul had stiffened black feathers bound to his head. It was special effects makeup maestro Nick Dudman who turned them into horns, enhancing Maul's devilish appearance."
Iain McCaig

Maul attacks Qui-Gon. » McCaig

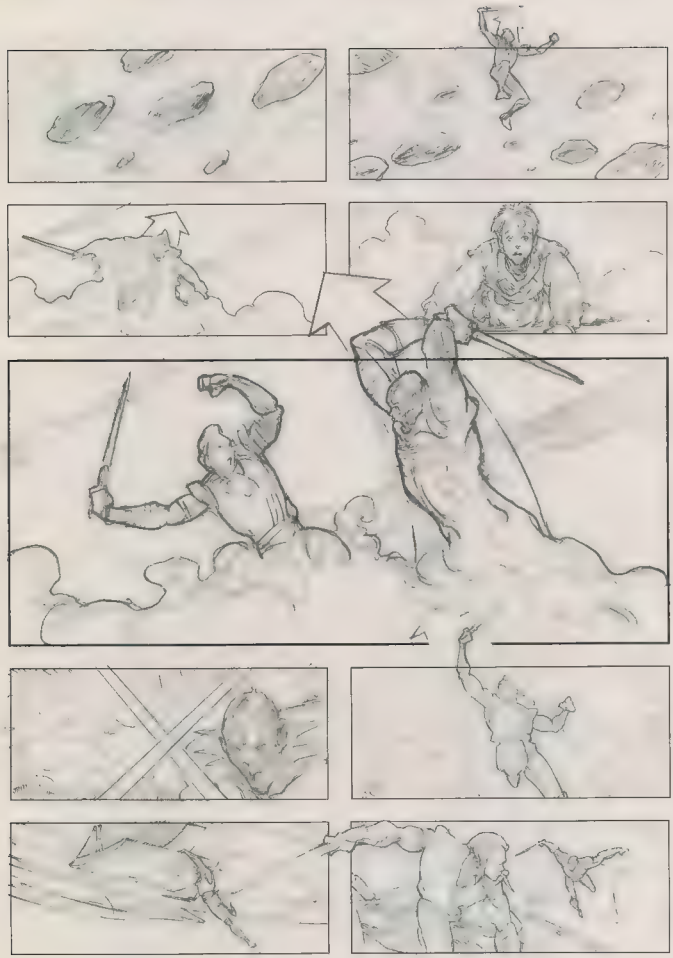


"This is the Darth Maul/Qui-Gon cockfight I referred to in the preface. 'Make it fast,' George said. . . ."

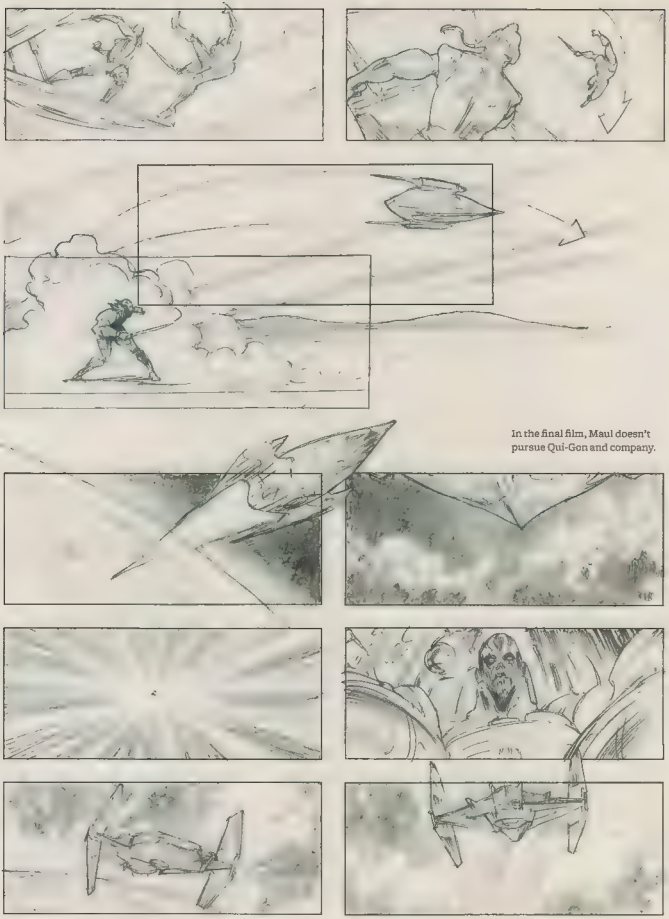
Iain McCaig



Maul uses the Force to launch rocks at Qui-Gon. » McCaig

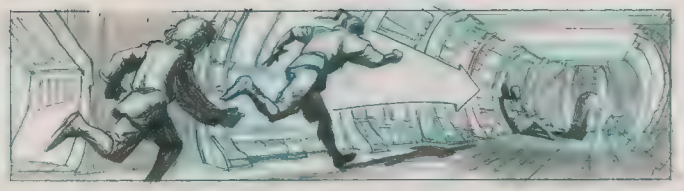


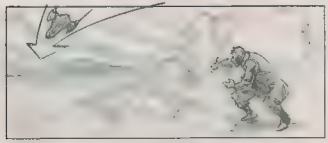
Fighting in the desert dust, Qui-Gon jumps to the ship » McCaig

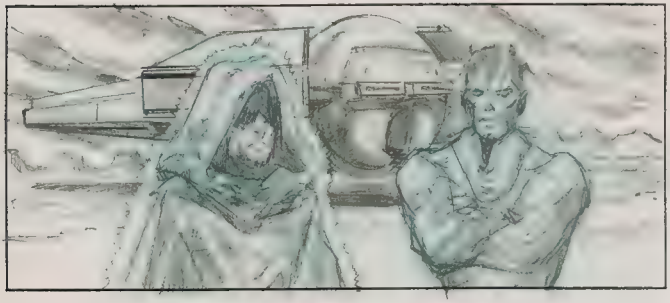


In the final film, Maul doesn't pursue Qui-Gon and company.

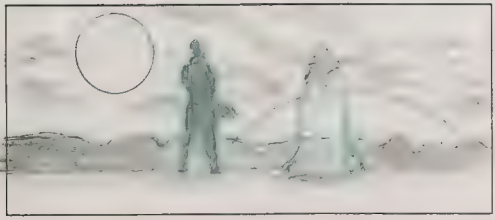
Maul pursues, but the queen s starship makes the jump to hyperspace. » McCalg



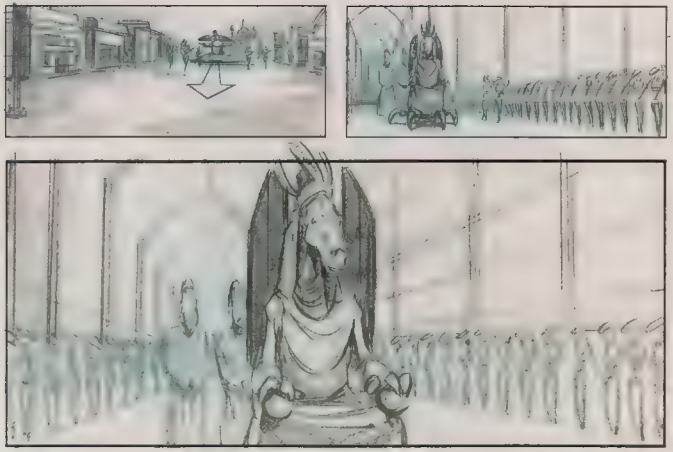




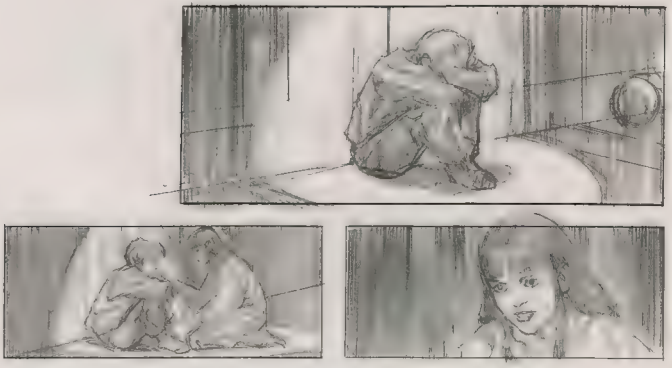
In the final film, Maul would stand alone in the desert.



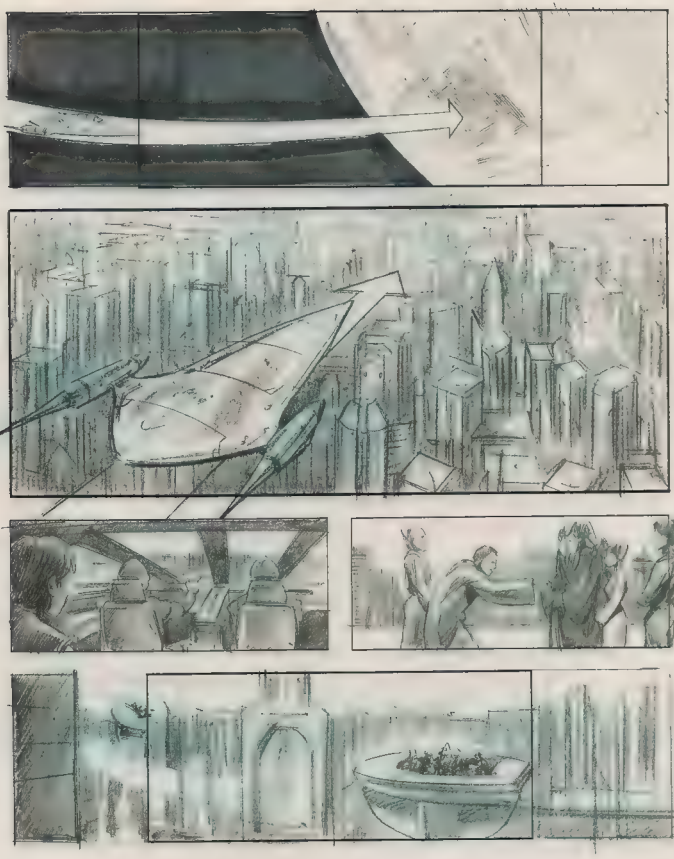
Anakin and Obi-Wan run to Qui-Gon; a hologram of Darth Sidious accompanies Maul in the desert Watson R1 Jew R2 4



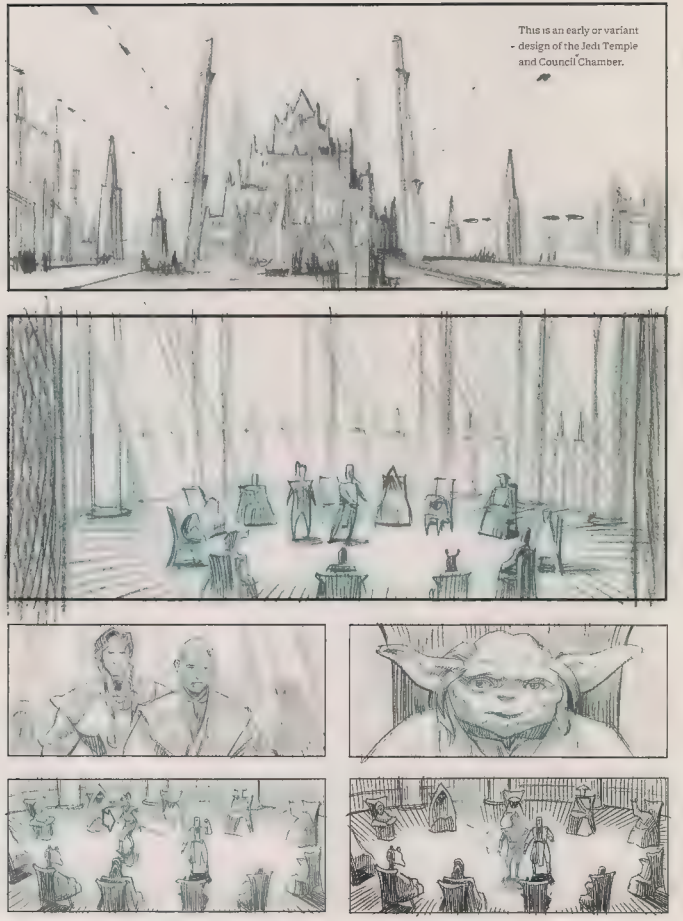
The viceroy inspects his troops on Naboo Nat vidad



Padmé consoles Anakin « Jew

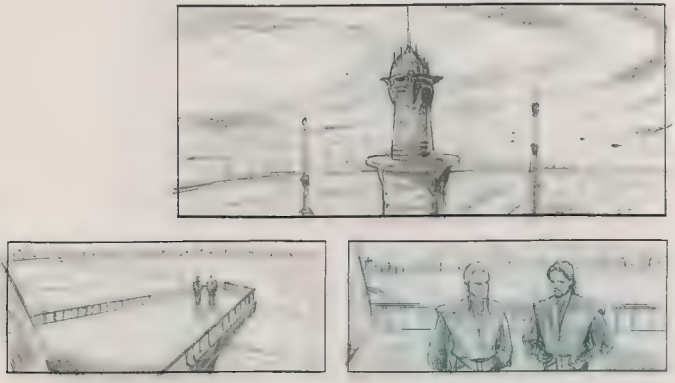


The queen and company arrive on Coruscant. » Natividad

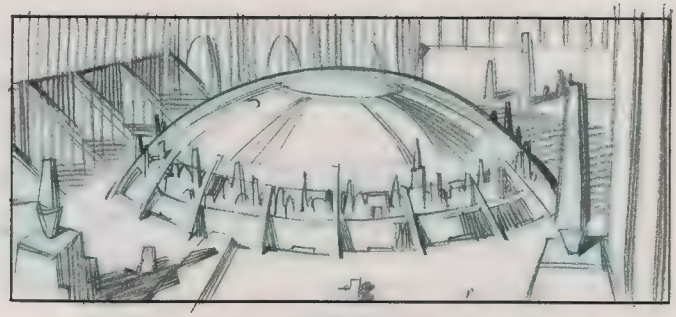


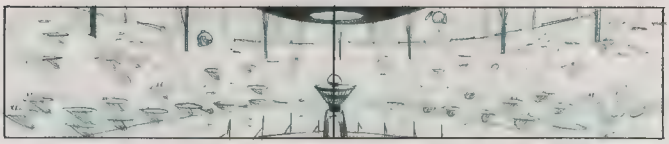
Qui-Gon and Obi-Wan address the Jedi Council about Anakin. » Chan

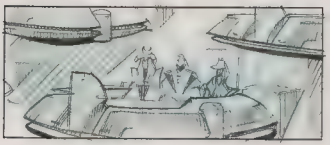
Yoda tests Anakin. « Chan **R1**, **R2L**, Natividad **R2R**, **R3**



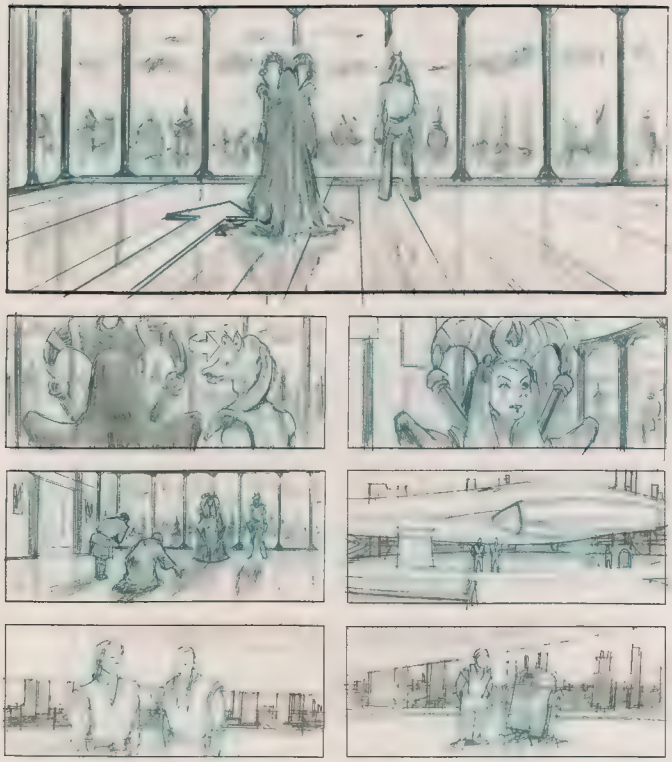
Qui-Gon and Obi-Wan talk. « Jew



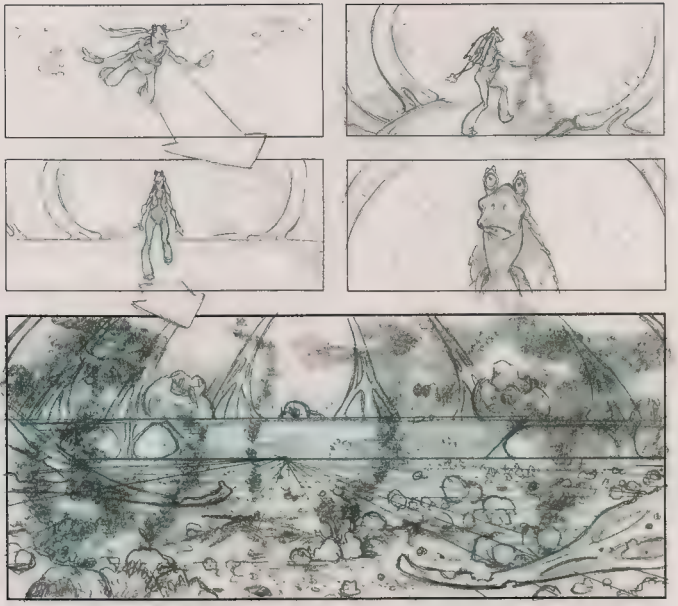




"Peter Chan was a friend and colleague, famous at the time for his designs for **LucasArts** *video games I'd never seen his storyboards when we hired him, but, true to form, his images are models of elegance and simplicity, and as distinctive as a fingerprint."* **Iain McCaig**



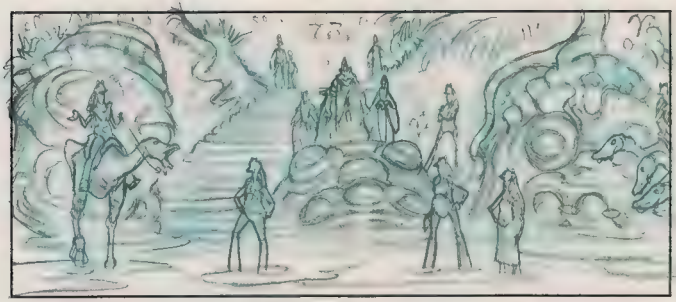
Queen Amidala confides in Jar Jar, she and the Jedi board her ship to return to Naboo • Jew R1:2, R3L, Shuster R3R, R4

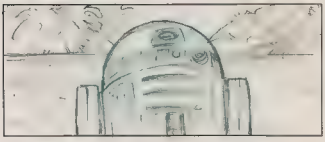


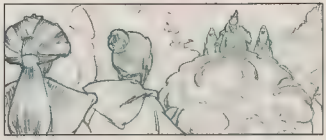
This scene would be cut.

Back on Naboo, Jar Jar finds only a desolate Otoh Gunga. ← Whitlatch

Jar Jar leads the queen and the Jedi to the Gungan hiding spot. » Whitlatch

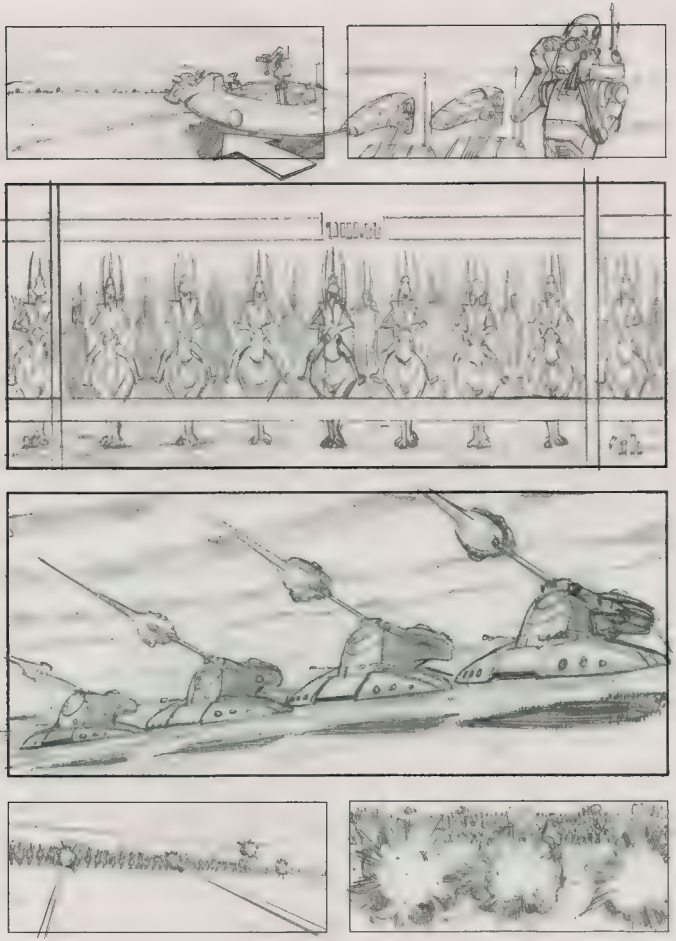




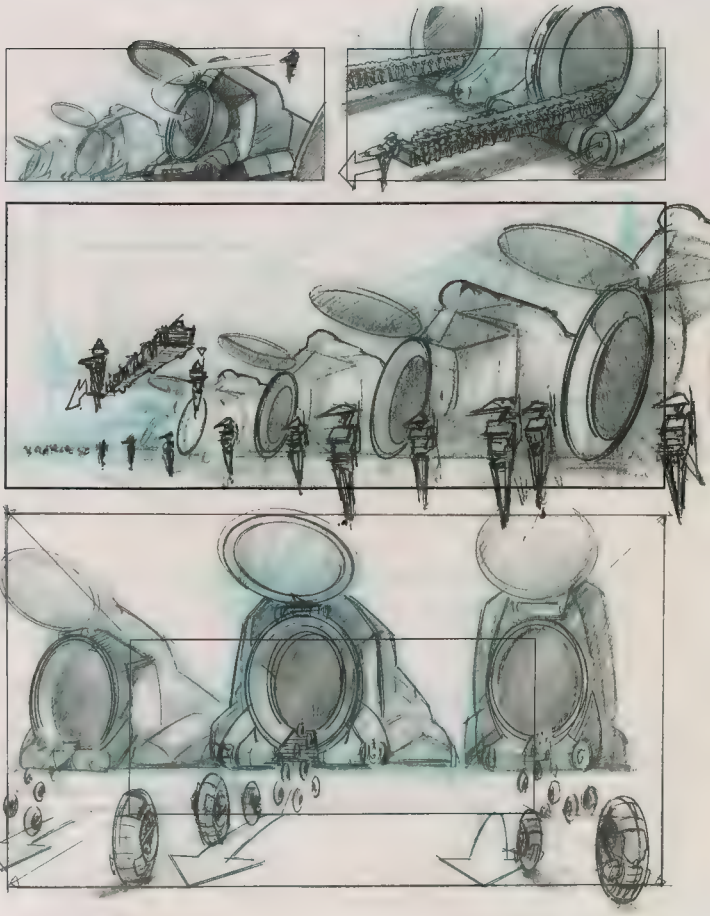


Padmé reveals that she is the queen, the other was a decoy - McCaig

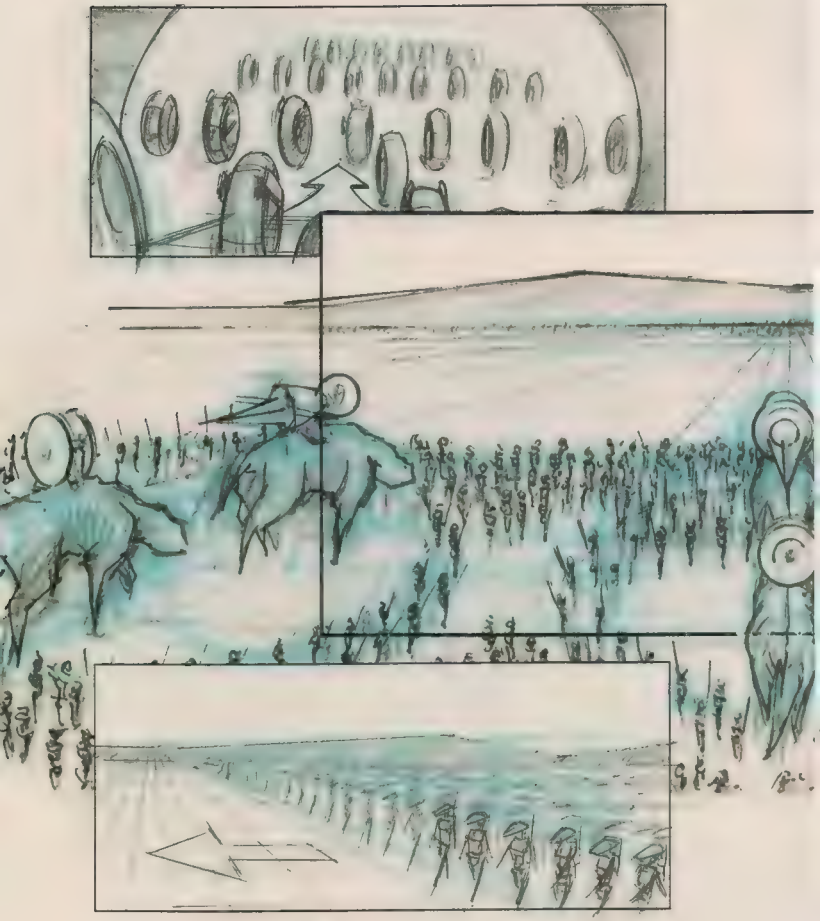
Padmé kneels before Boss Nass' scouts return with news. » McCaig

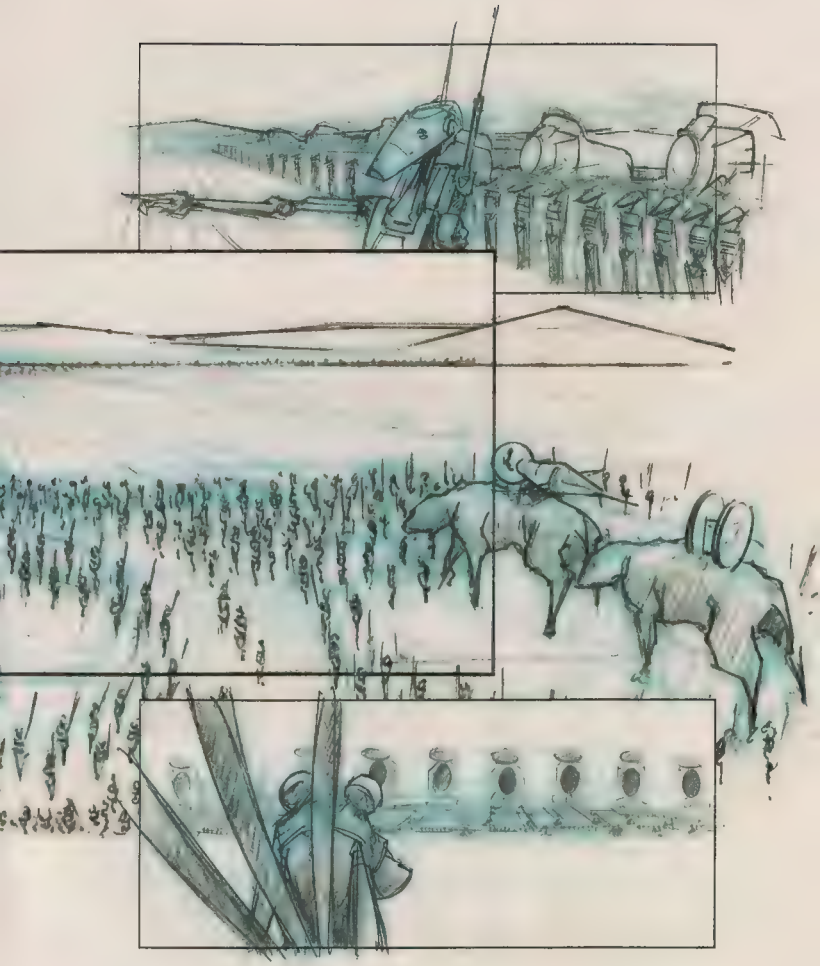


Battle droids attack Gungan positions, beginning the Battle of Naboo » Jew

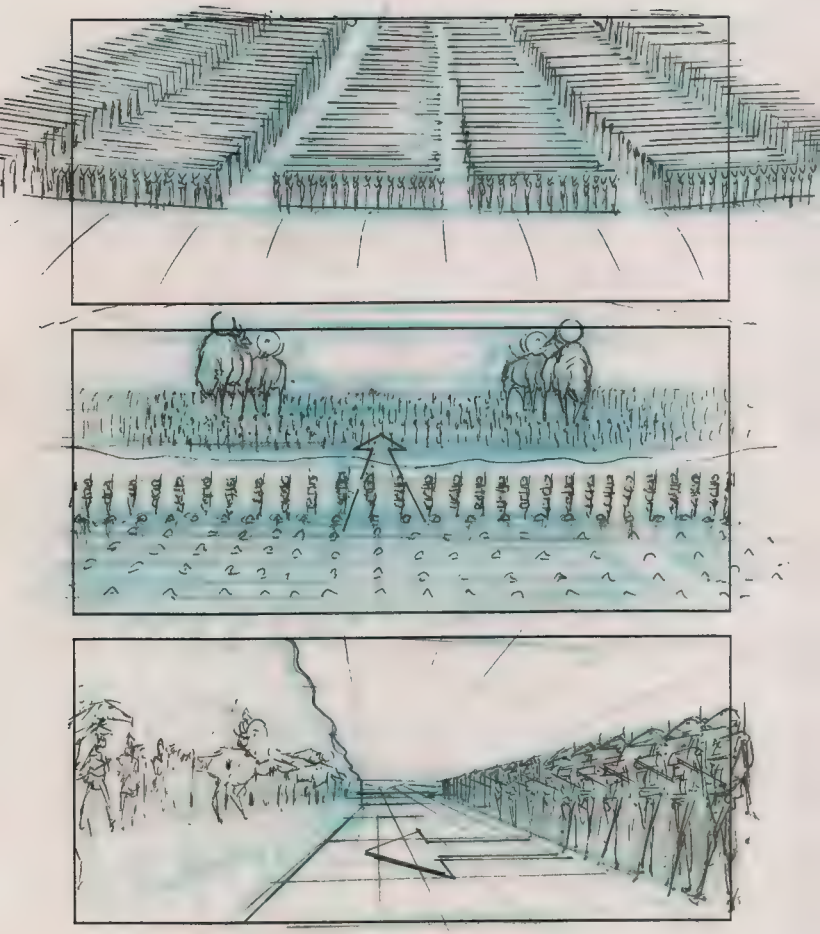


Battle droids and droidekas emerge from transports » Natvidad

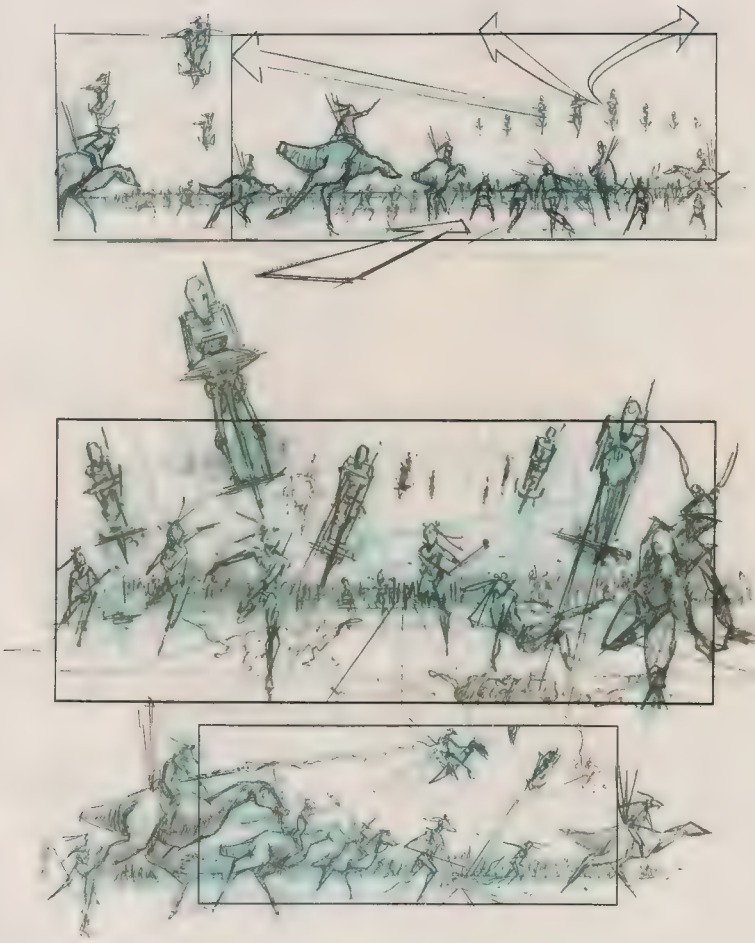




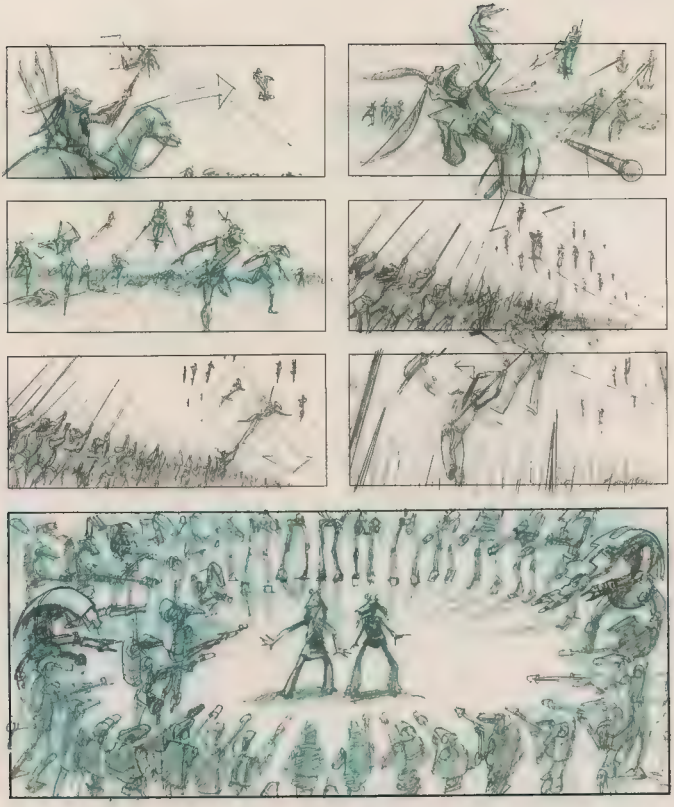
The two armies approach each other. ∞ Natividad



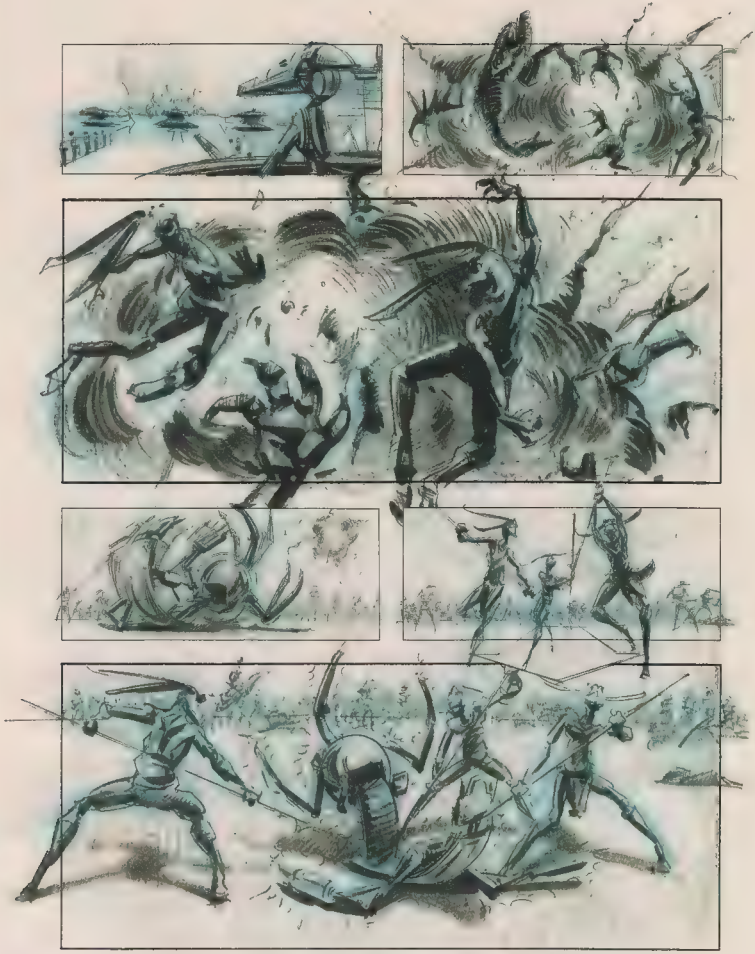
Battle droids walk toward the Gungan shield. » Natividad



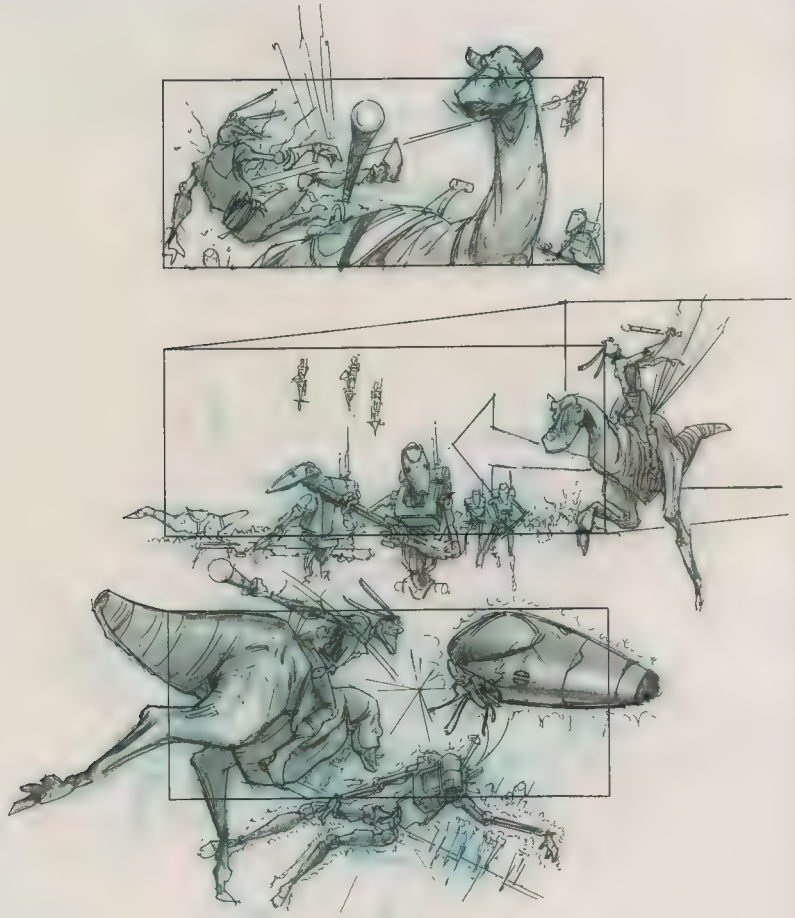
Droids on STAPs attack mounted Gungans, who counterattack. ∞ Natividad



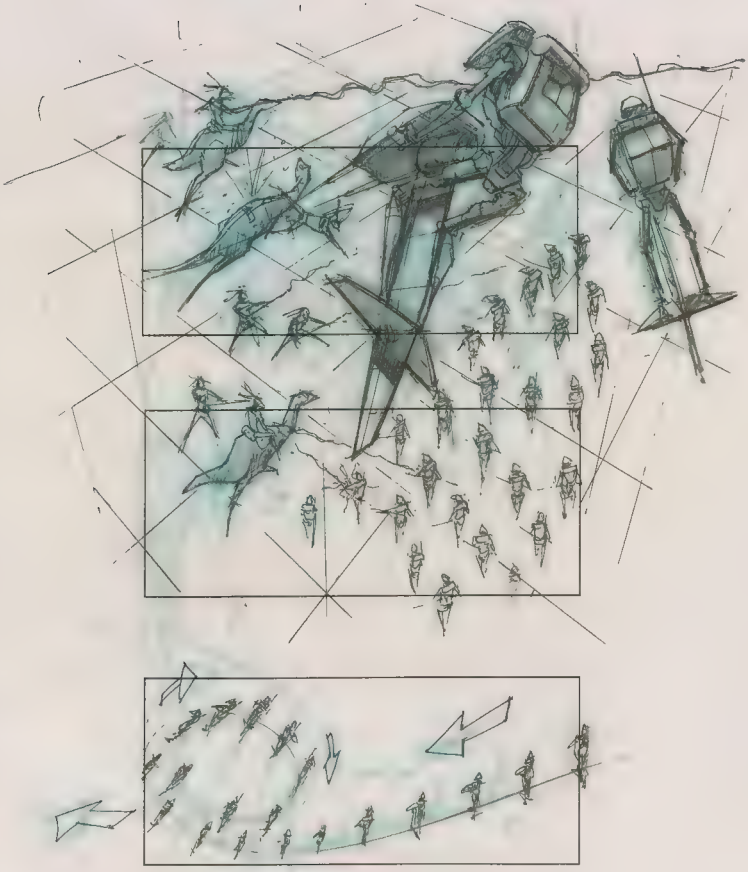
A Gungan falls; a droid is skewered; the Gungans are outnumbered. « Natividad **R1, R2L, R4** Jew **R2R, R3**



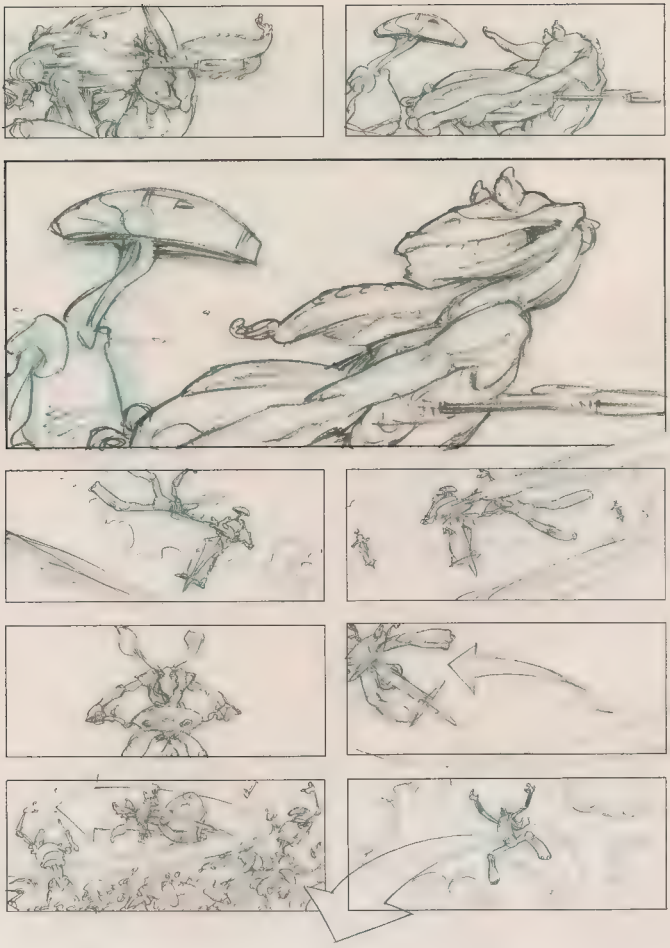
A tank fires; Gungans gang up on a droideka. Natividad



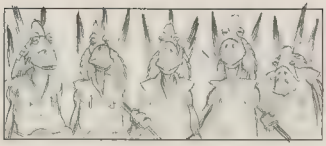
A Gungan knocks off a droid's head. ▫ Natividad



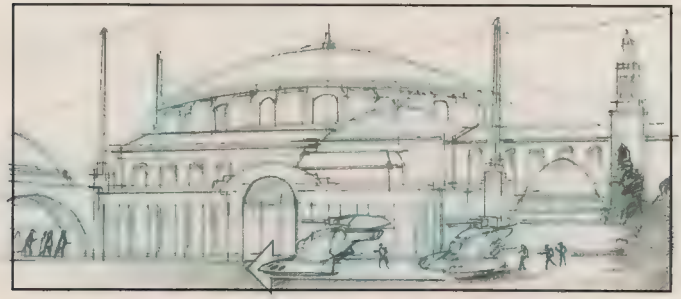
An aerial view of attacking droids on STAPs • Natividad

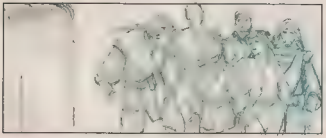


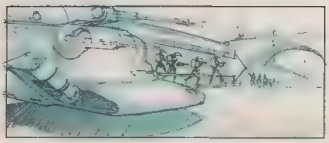
Jar Jar lands on a STAP and is thrown off » McCaig

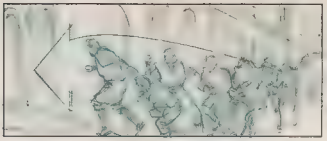


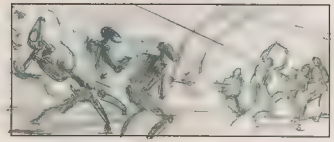
Jar Jar survives, barely • McCaig



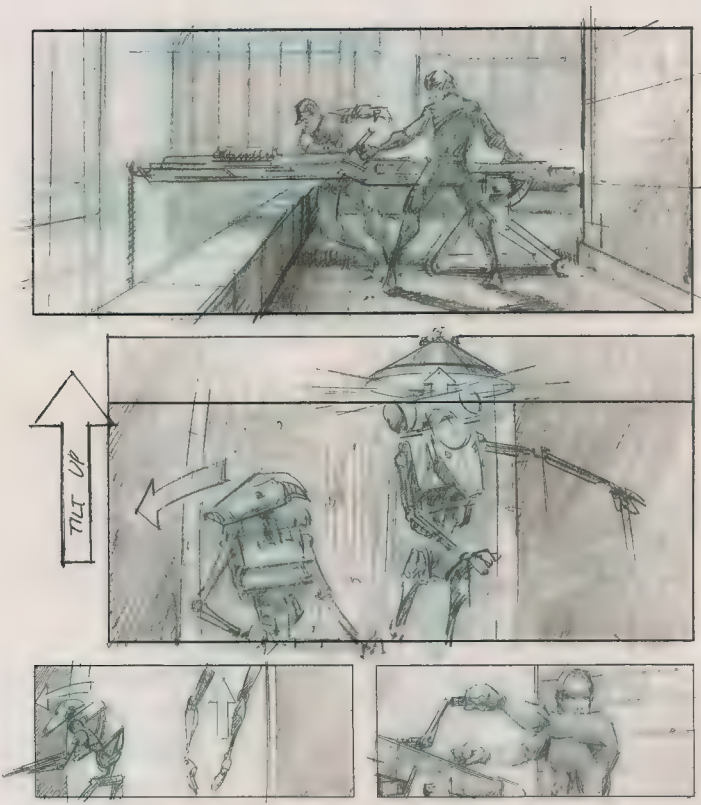






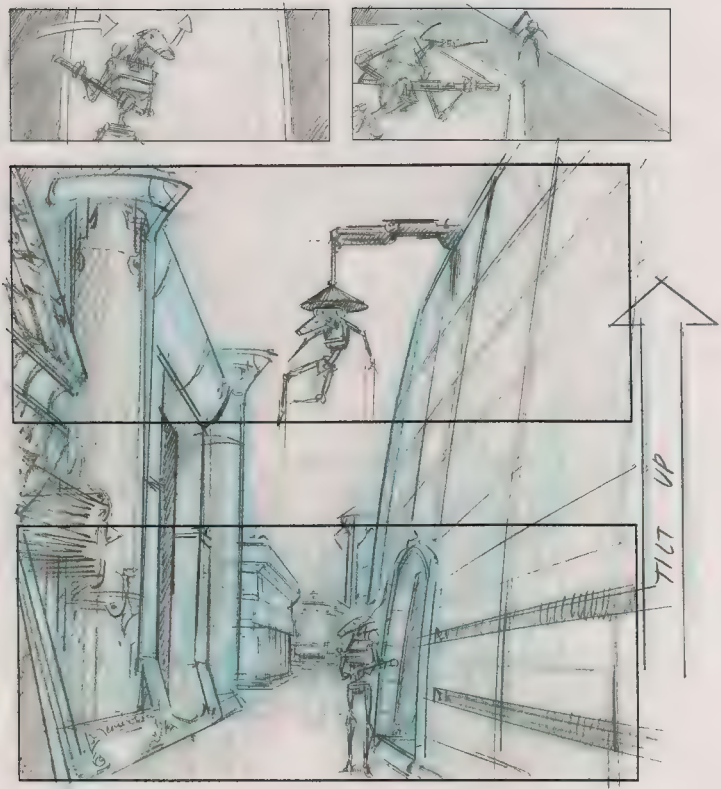


Naboo guards attack the droids in Theed. • Shuster **R1**; Jew **R2L**, **R3**, Natividad **R2R**

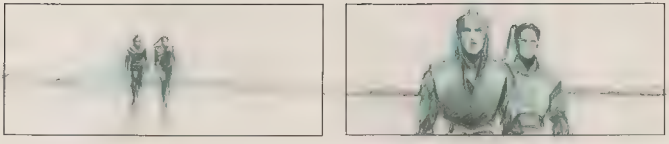


Several gags were conceptualized in the storyboards for the attack on Theed, one of which is shown here.

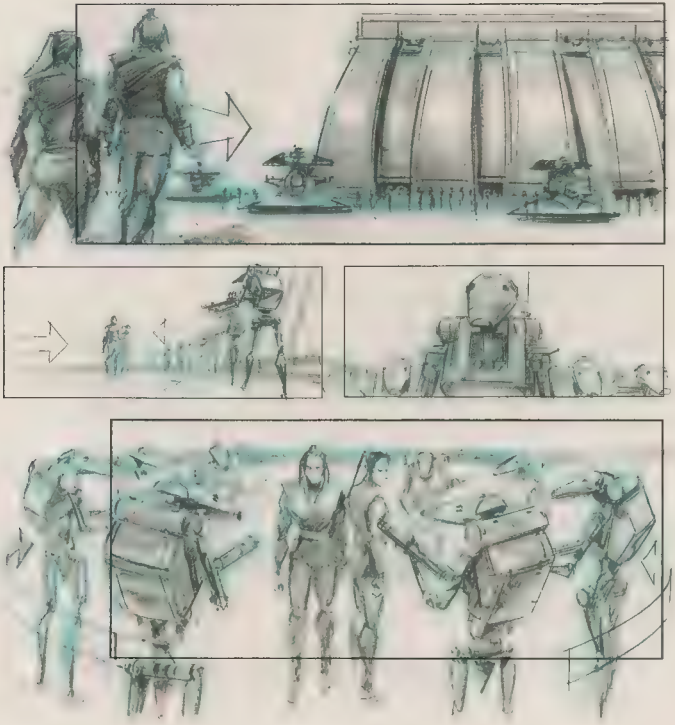
A powerful magnet picks up a droid. » Natividad



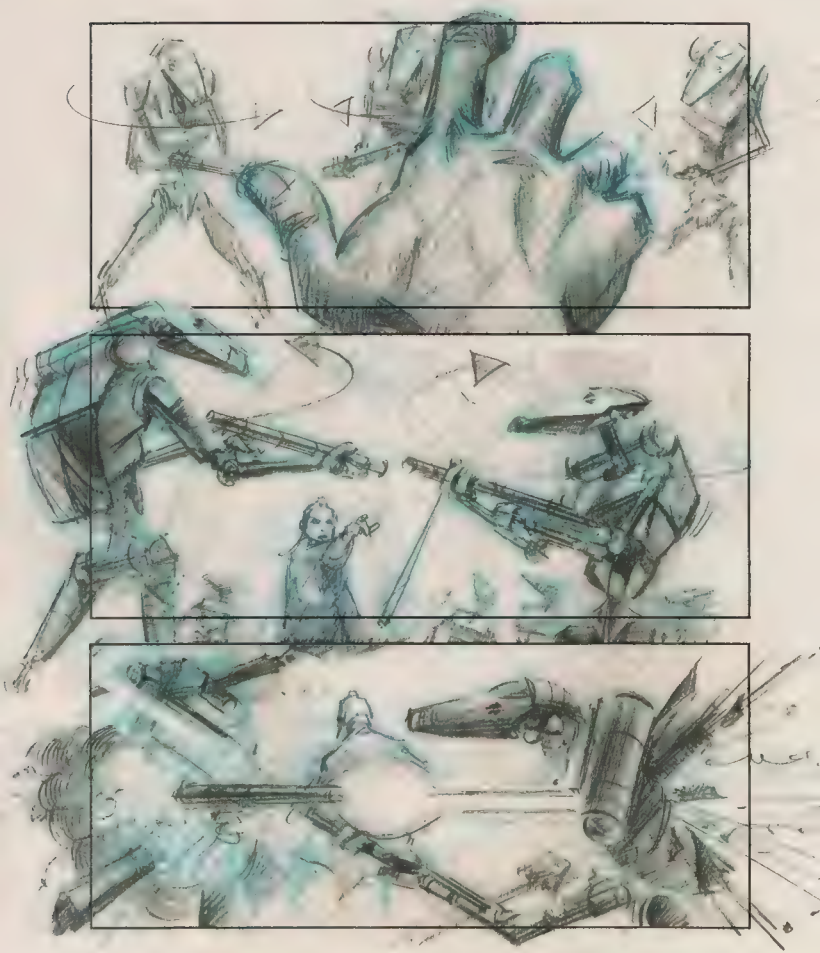
A droid is lifted high into the air » Natividad



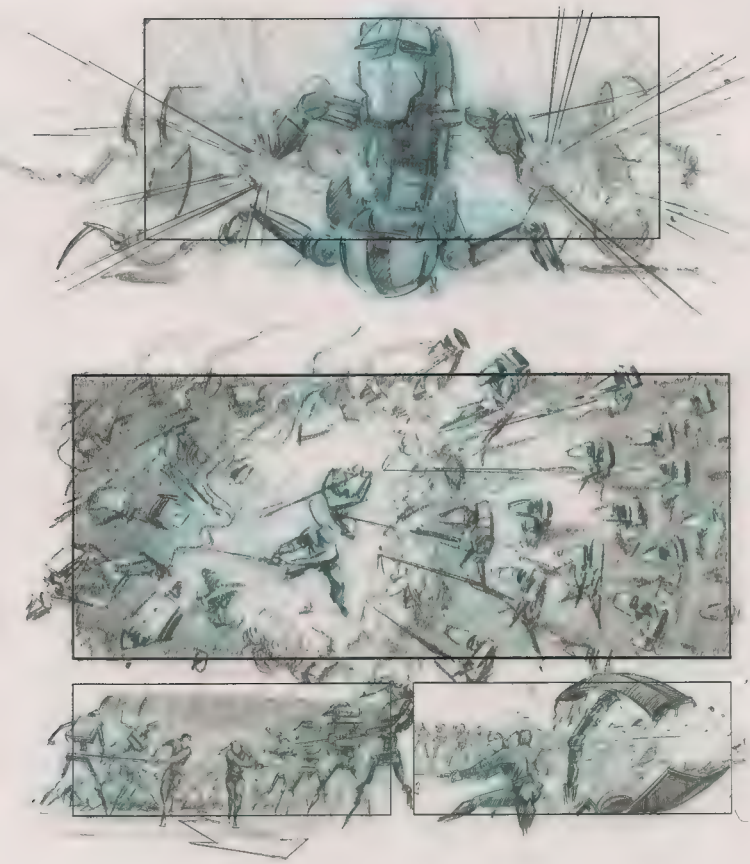
During the first complete pass of storyboarding for *The Phantom Menace*, Natividad illustrated an extensive battle between the two Jedi and the defending droids.



Qui-Gon and Obi-Wan, like two gunslingers, approach the droid army surrounding Theed. » Natividad

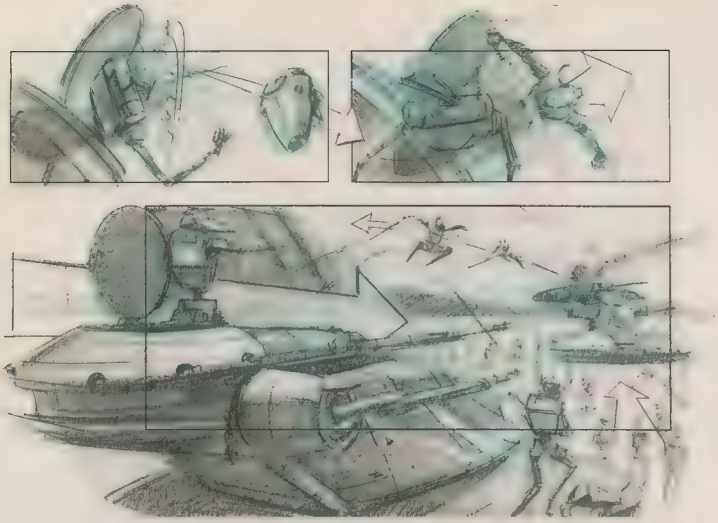


Qui-Gon compels two droids to fire upon one another • Natividad



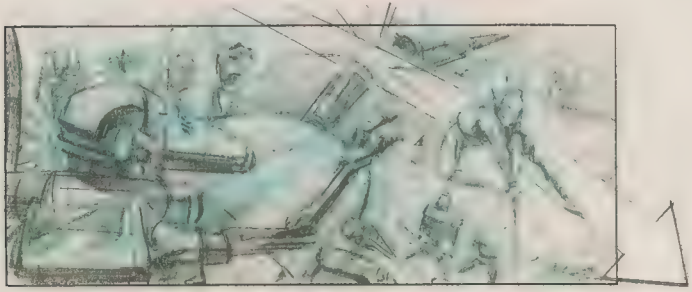
Droids try to blast the Jedi, but are cut down. » Natividad

Tanks are too slow to fire upon the Jedi, who leap out of harm's way • Natividad



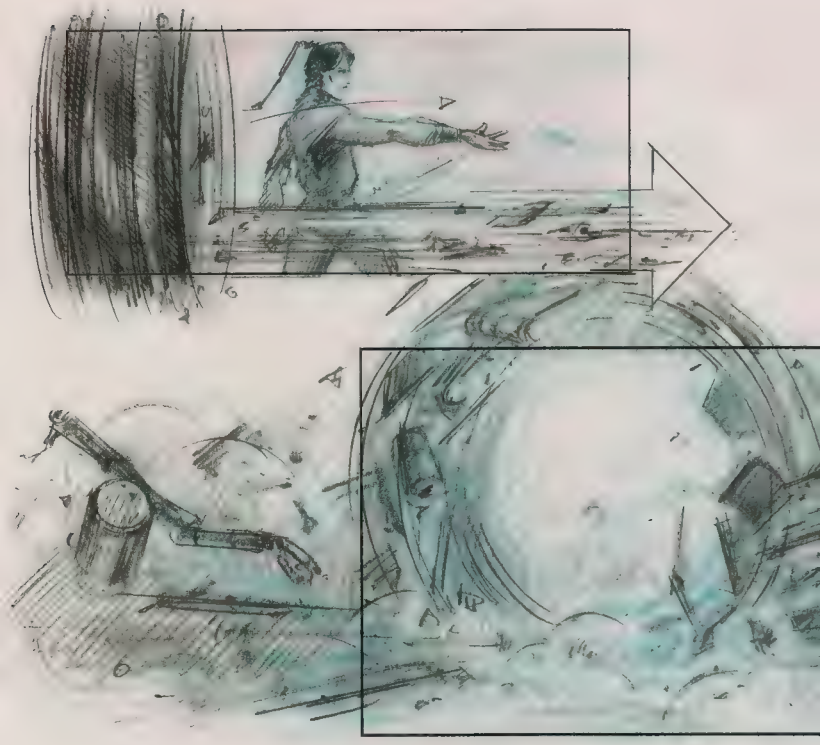
"For the first time, George wanted to demonstrate the Jedi at their optimal skill level, able to leap great distances, move inanimate objects effortlessly, and, at one point, shimmer to a state of invisibility. Ultimately, this proved to be inconsistent with the prior films and we kept it more grounded to the physical limits of a human."

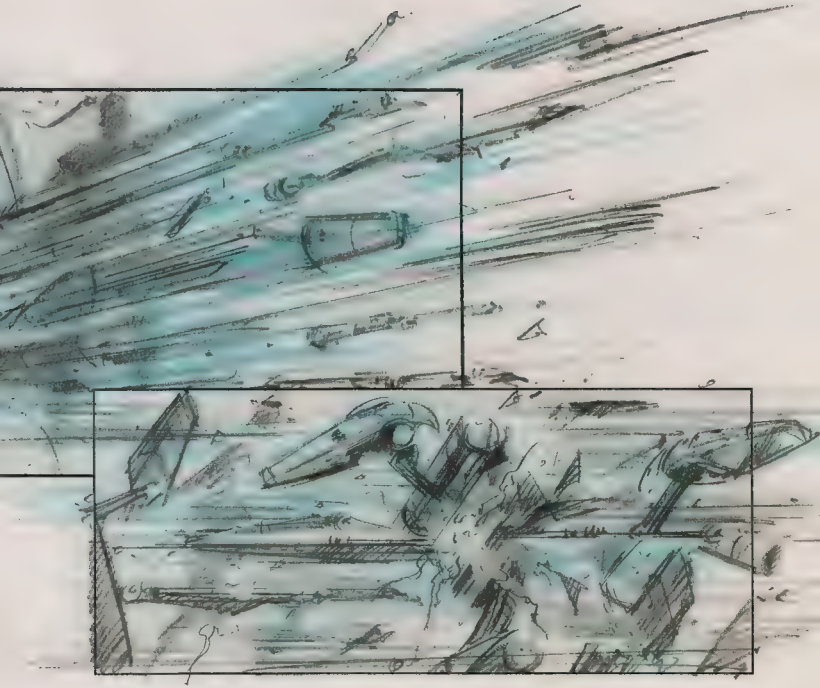
Ed Natividad



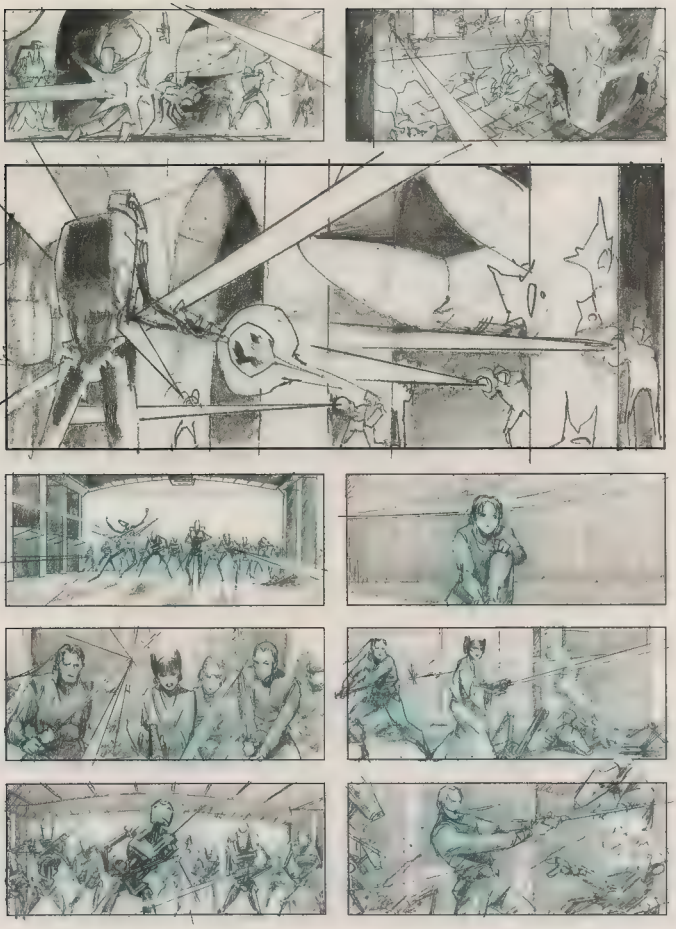
Tank pilots are decapitated and tanks are destroyed by the Jedi » Natividad

Qui-Gon decimates the droids. » Natividad

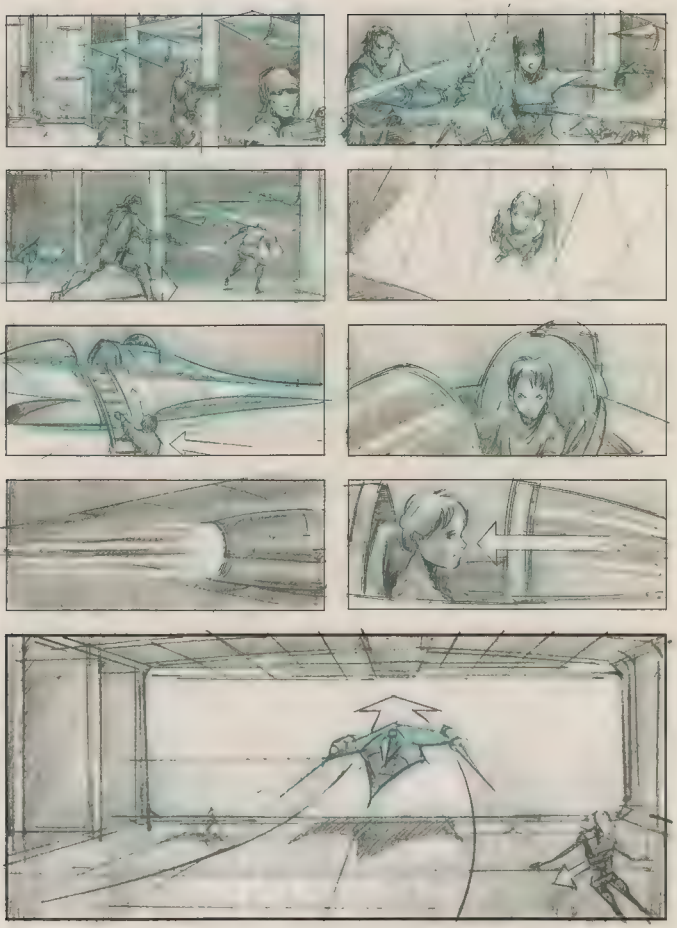




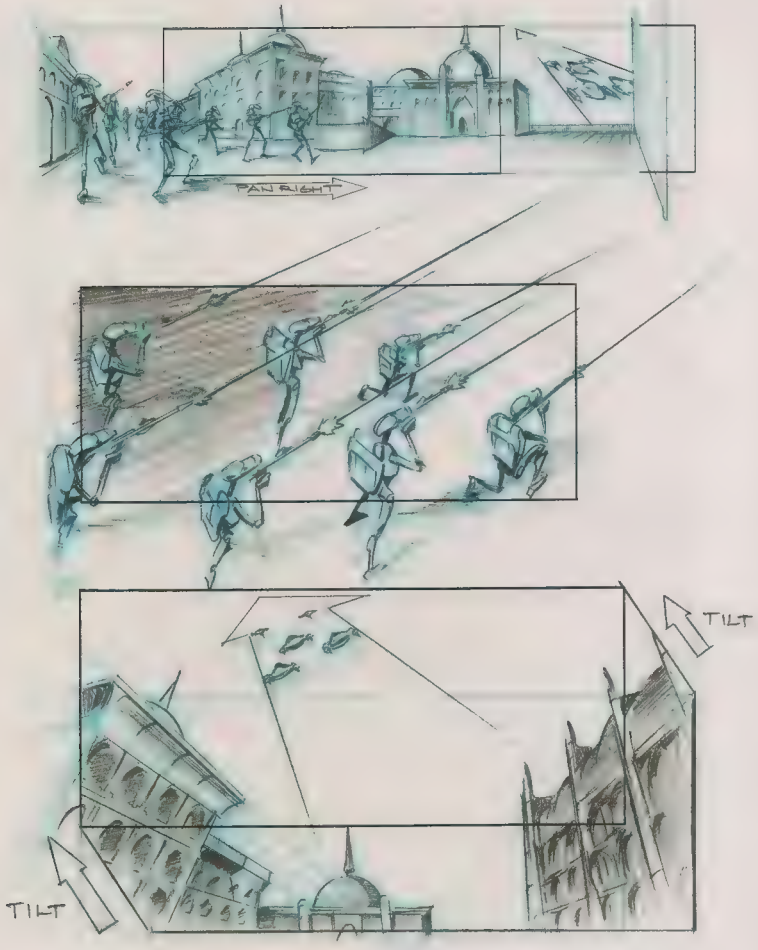
Obi Wan creates a destructive wind tunnel » Natividad



The queen, the Jedi, and Naboo soldiers battle into the hangar → Shuster R1:2, Natividad R3:5

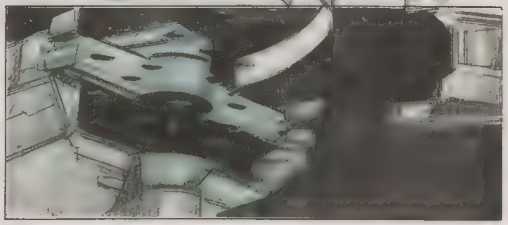


Anakin is told to hide in a starfighter, which then takes off » Natividad



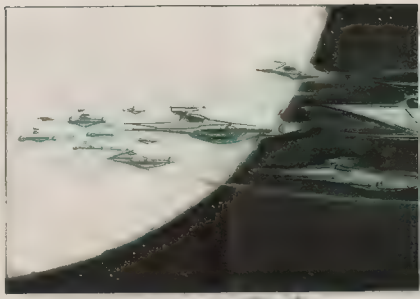
Droids fire on departing Naboo starfighters. • Barnes

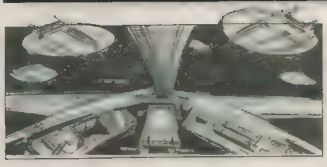
In these boards, battle droids pilot Trade Federation starfighters; in the final film, the droid fighters would be pilotless.

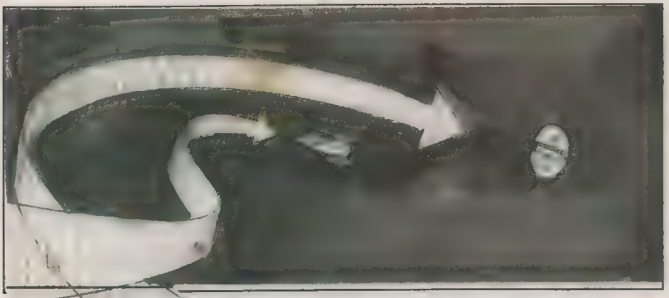


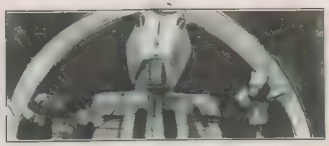
Droid fighters and starfighters engage • Natividad

In the conceptualized space battle, Naboo pilots sport helmets seemingly inspired by that of Speed Racer, the character in the 1960s cartoon. (Coffee stains on at least one page in this sequence indicate it was done in the era of pre-digital storyboarding.)



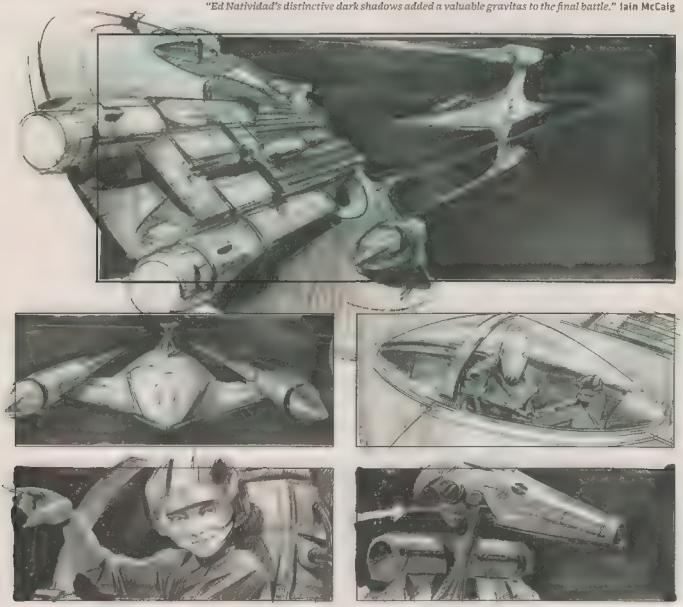




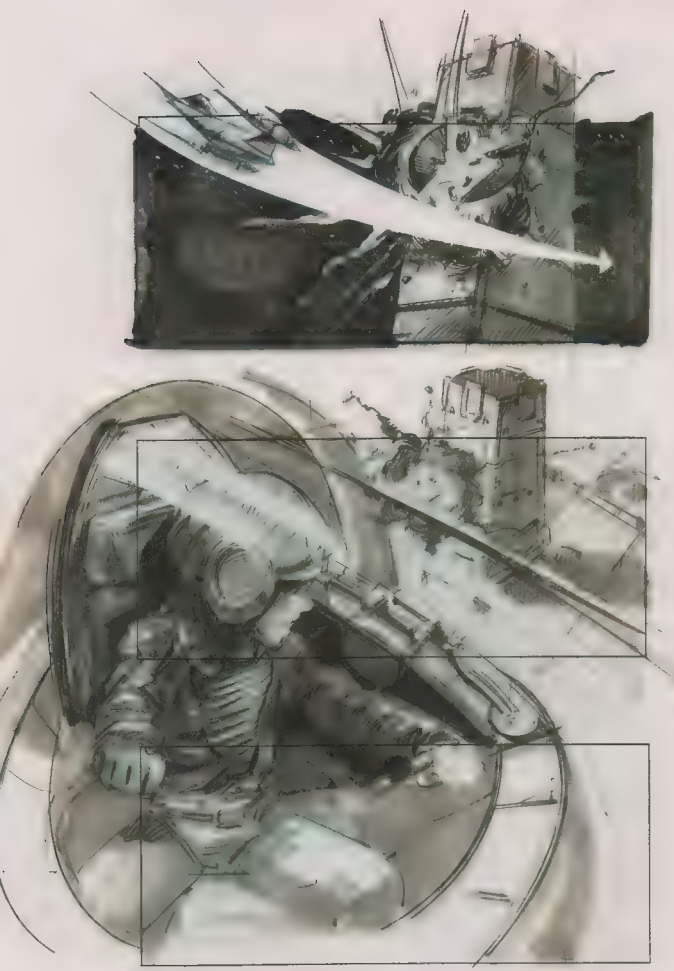


A dogfight between a droid and a Naboo pilot » Natividad

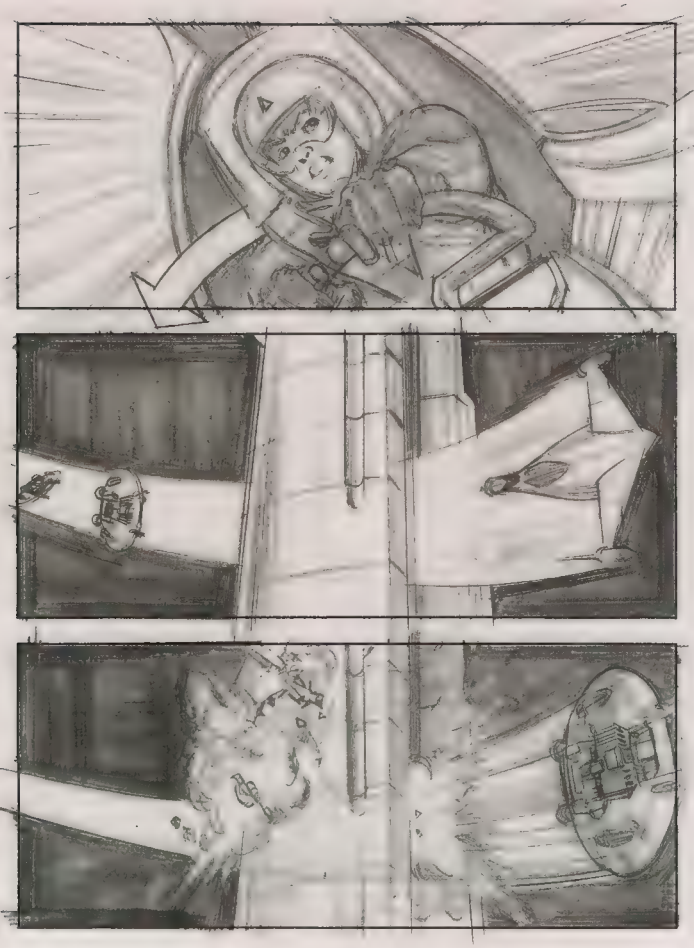
"Ed Natividad's distinctive dark shadows added a valuable gravitas to the final battle." **Iain McCaig**



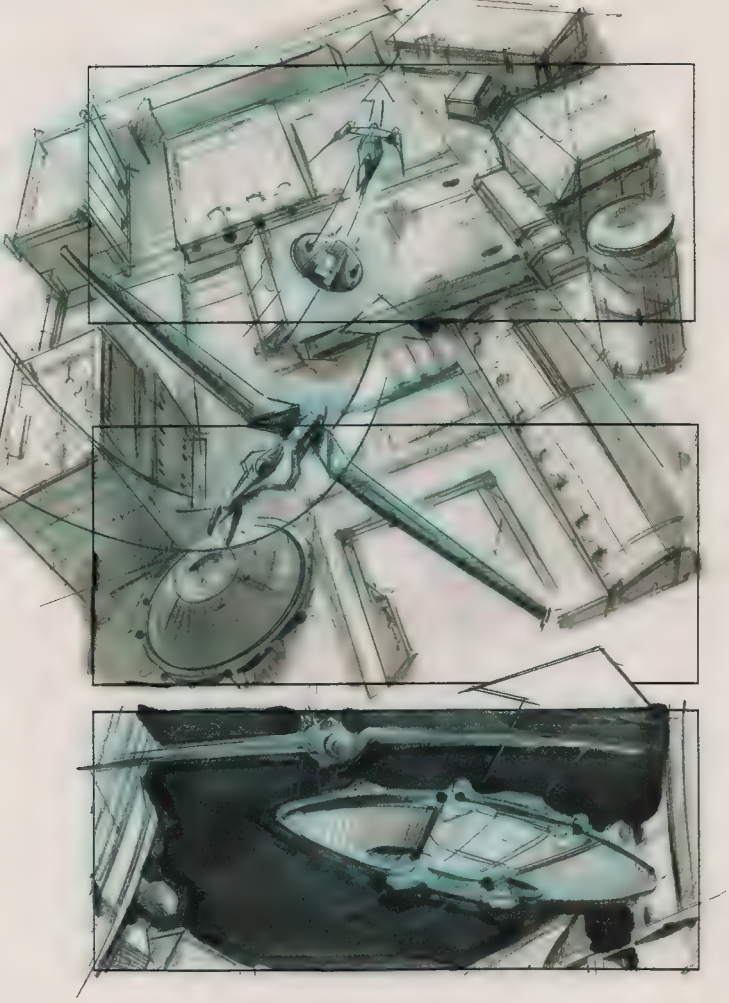
A Naboo pilot (possibly Anakin) helpfully points out an obstacle to his droid opponent–too late. ◦ Natividad



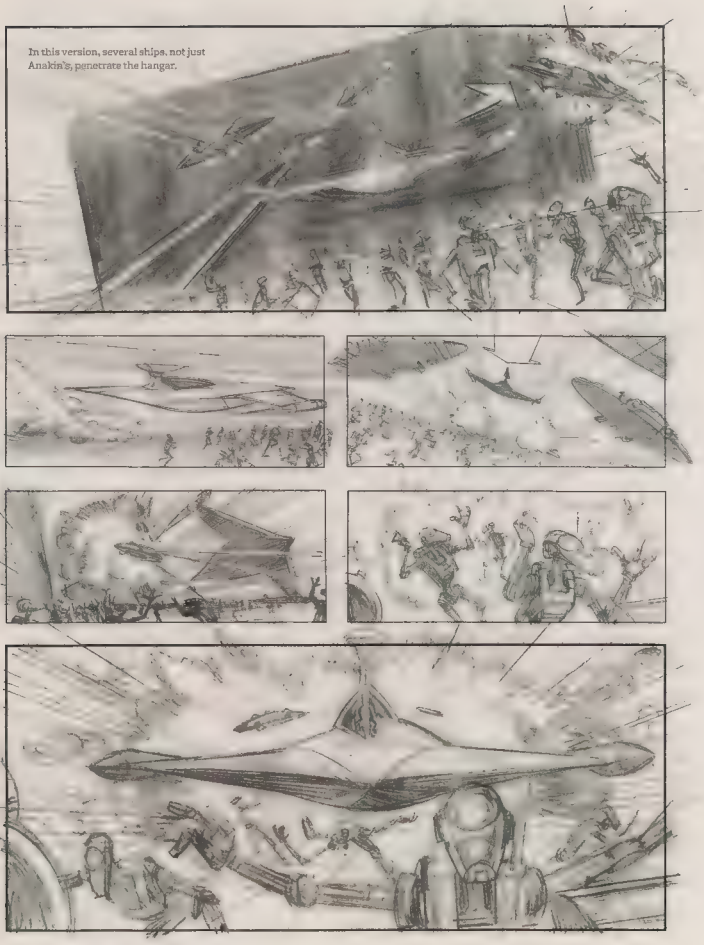
The droid fighter crashes into a tower. » Natividad



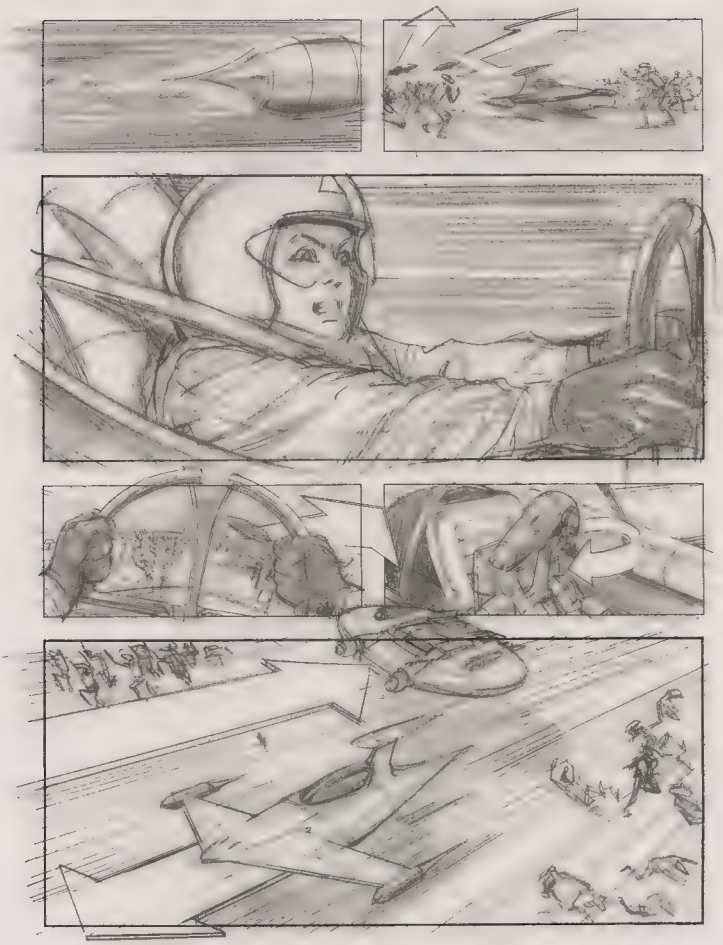
Another droid fighter can't thread the needle ▵ Jew



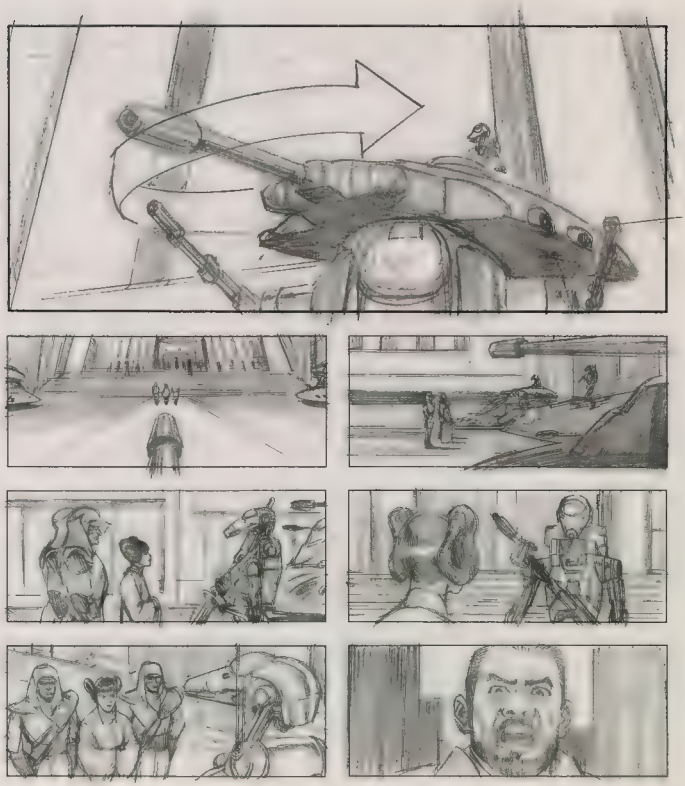
Fighters skim the Control Ship surface » Natividad



Anakin's starfighter streaks into the droid ship hangar followed by several enemy ships » Jew



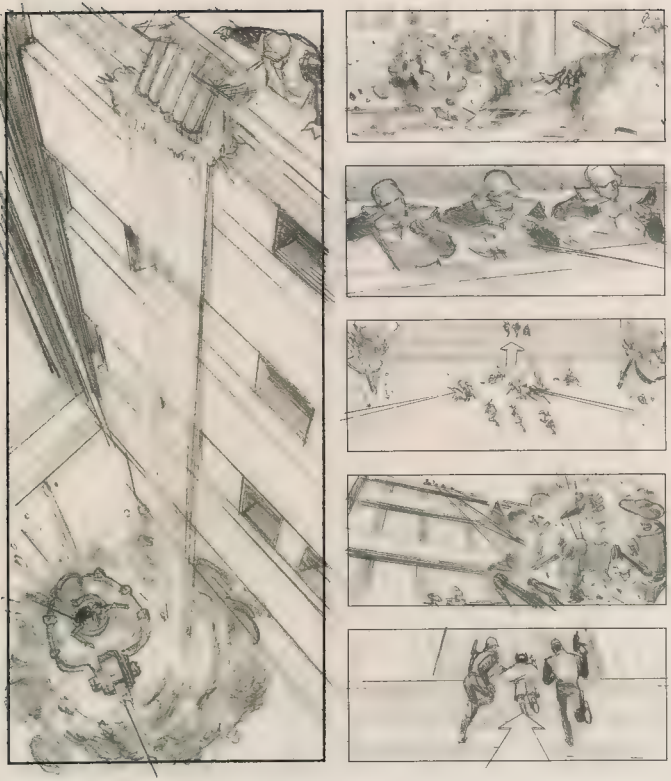
Enemy starfighters pass each other in the hangar • Jew



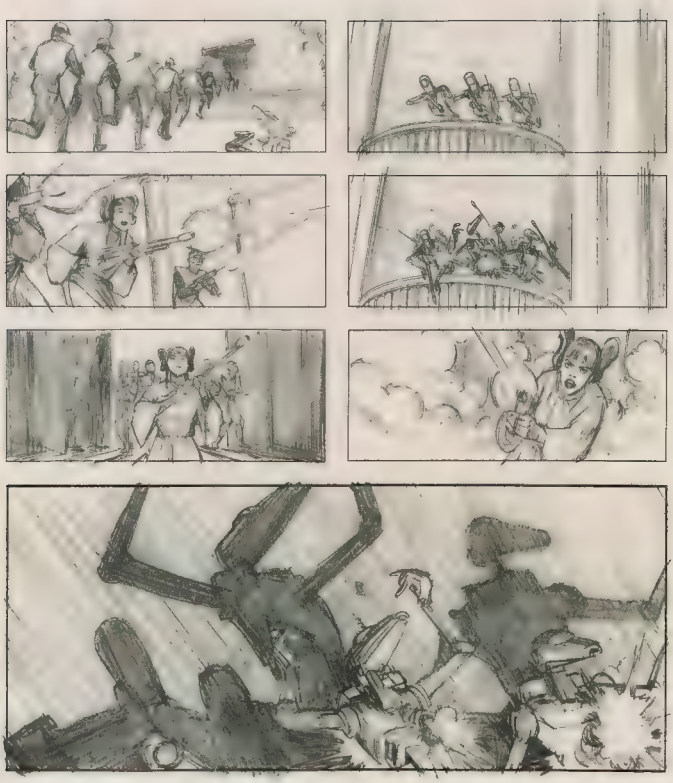
"When I was asked to do a sequence featuring the character Captain Panaka, I thought it might be nice to have an Asian in that role. This is because in my mind, 'Panaka' sounded like the Japanese surname 'Tanaka,' so I drew him to look like the legendary Japanese actor Toshirô Mifune."

Benton Jew

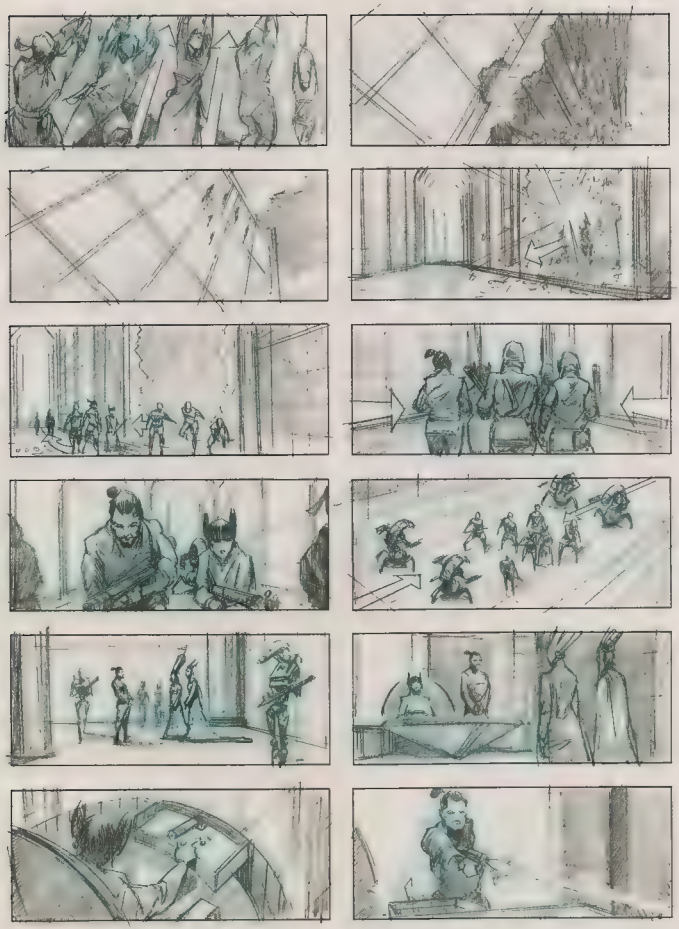
The queen and Captain Panaka approach the palace. » Jew



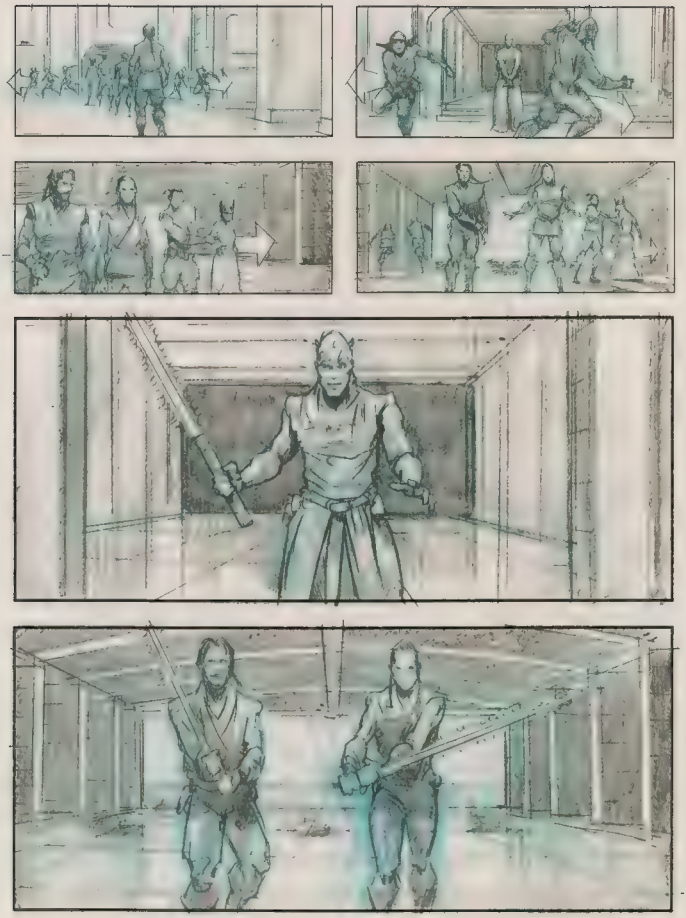
From on high, the Naboo guard springs their trap, obliterating the tank. » Jew



The queen and her escort charge into the palace interior » Jew

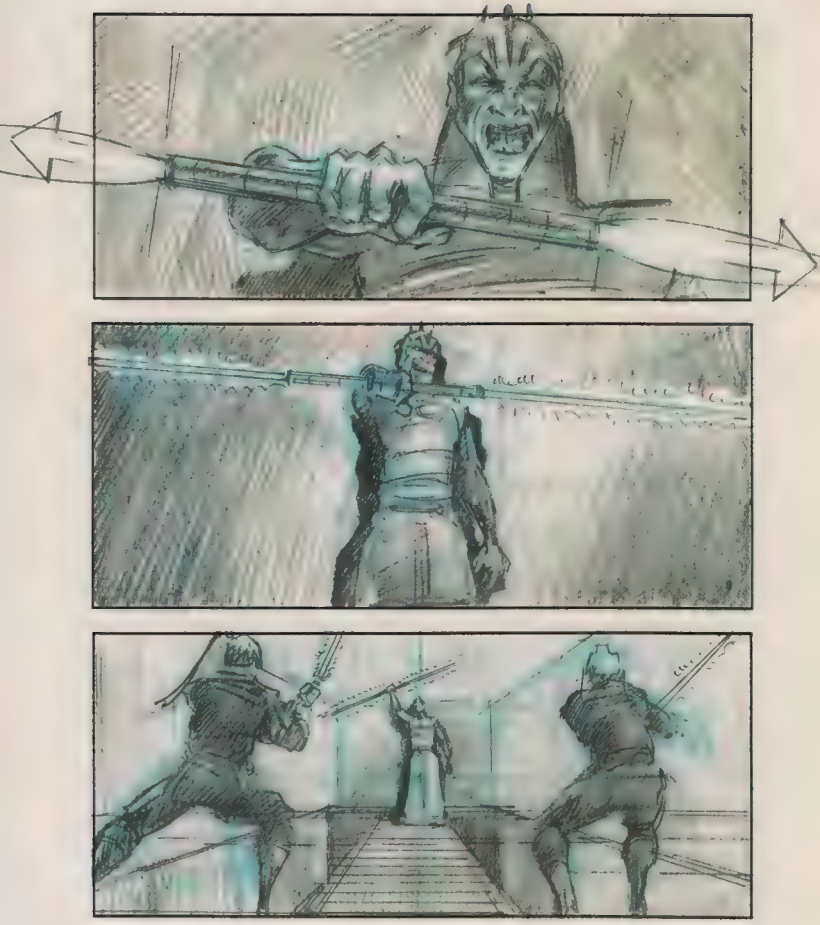


The tide of the battle shifts several times, with the queen victorious in the end. » Natividad

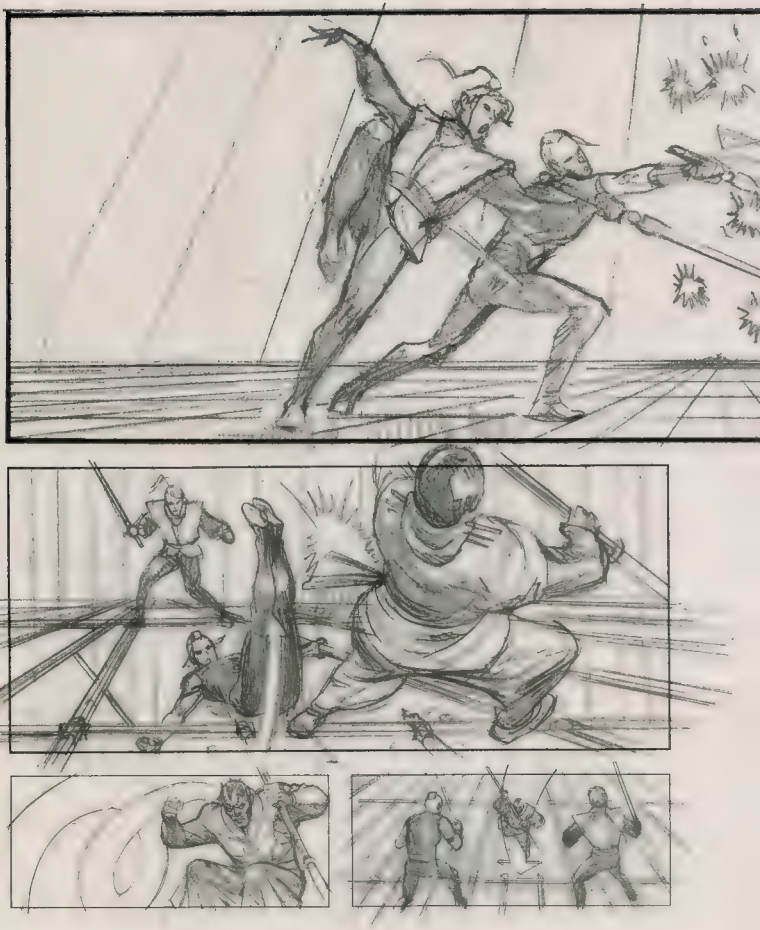


Maul confronts the Jedi in the hangar » Natividad

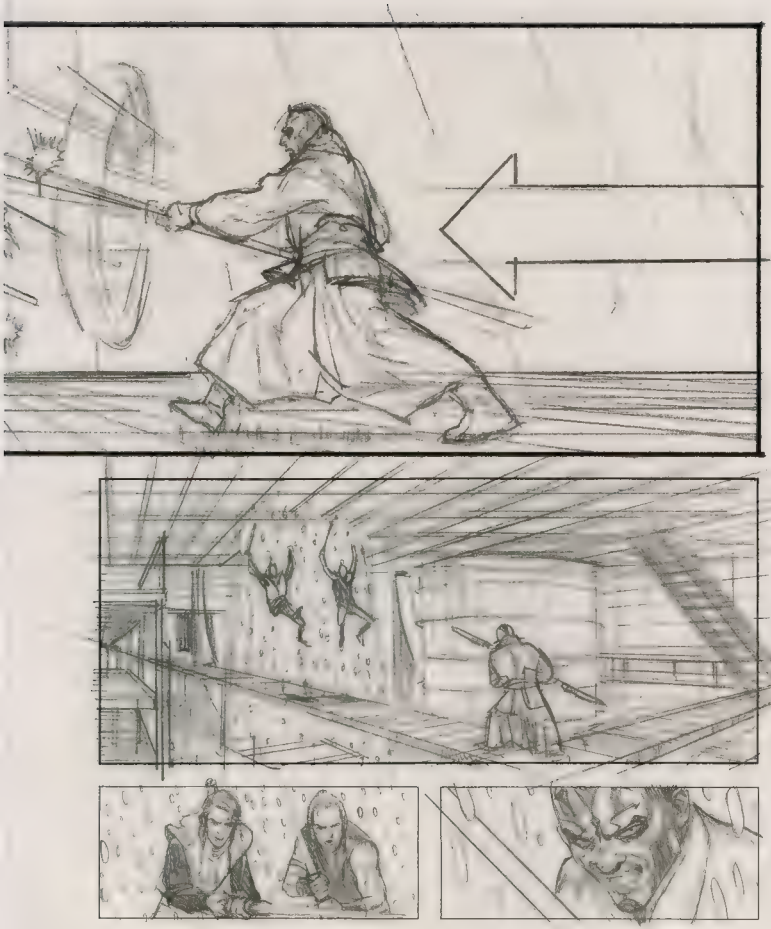
In a control room, Maul surprises the Jedi (variation). » Natividad



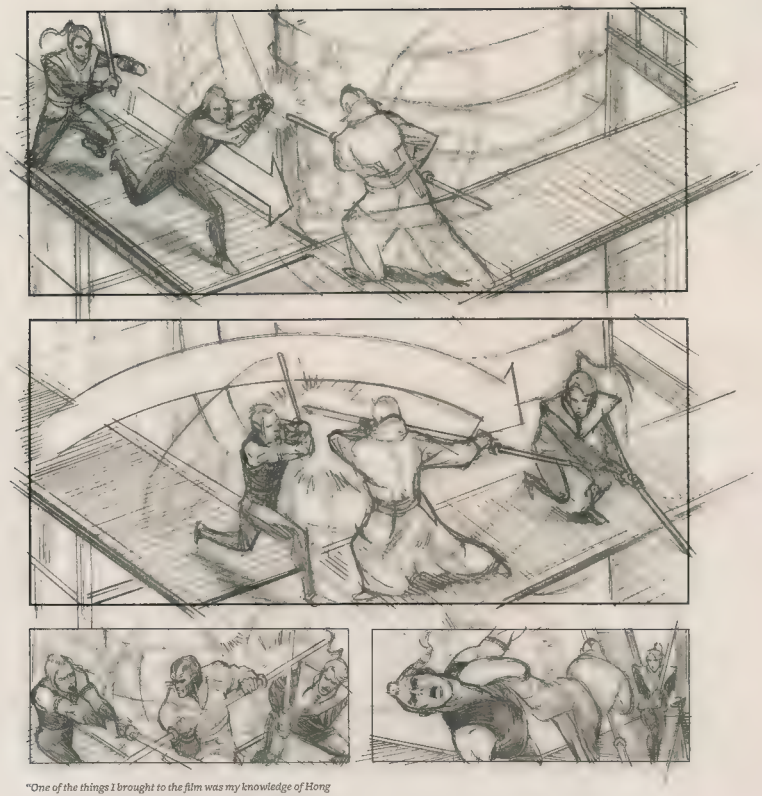
Maul reveals his double-bladed lightsaber • Natividad



Qui Gon kicks Maul, who backflips to a higher level. » Jew



Amid sparks Jedi jump down to face Maul - Jew

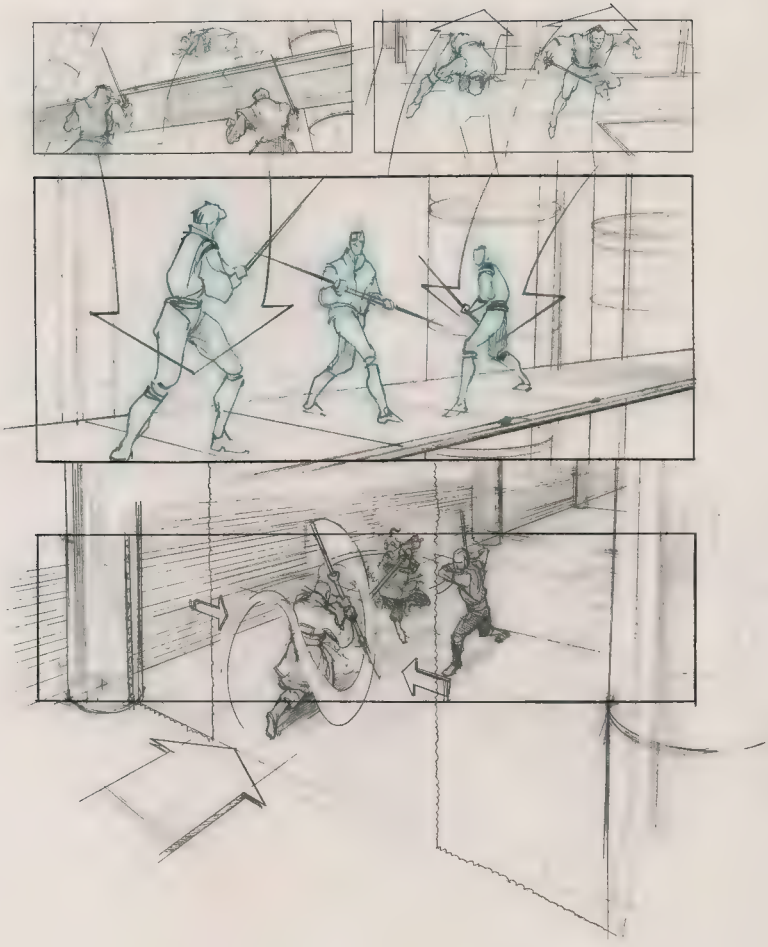


"One of the things I brought to the film was my knowledge of Hong Kong martial arts films. These films helped to influence stylistically The Phantom Menace, much as samurai films had an influence on Episodes IV to VI."

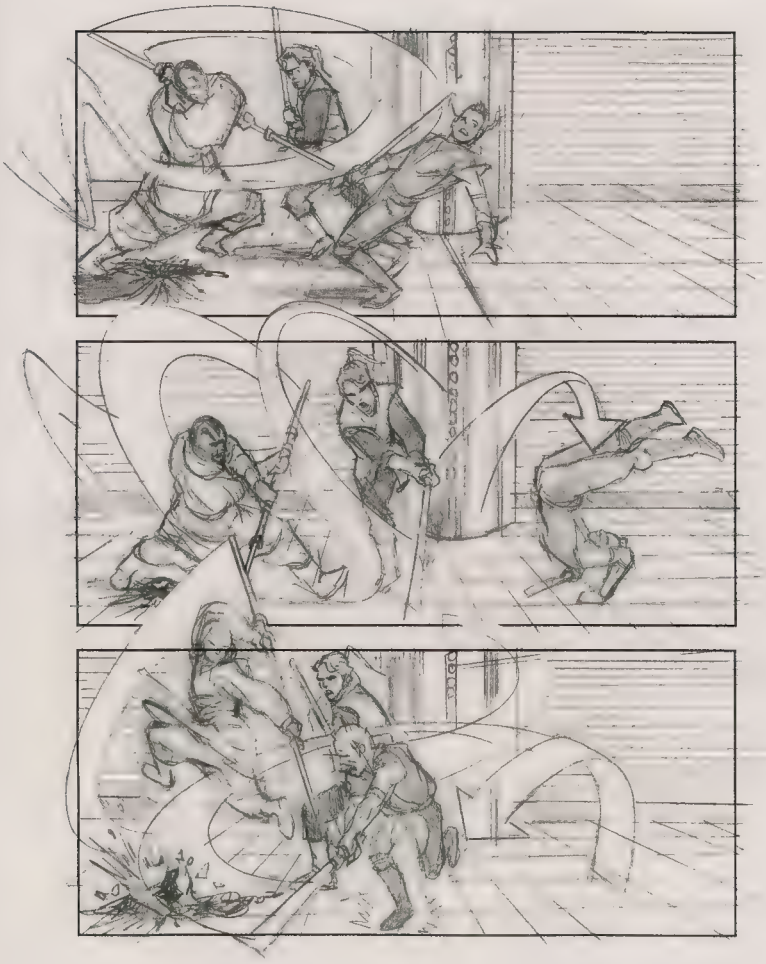
Benton Jew

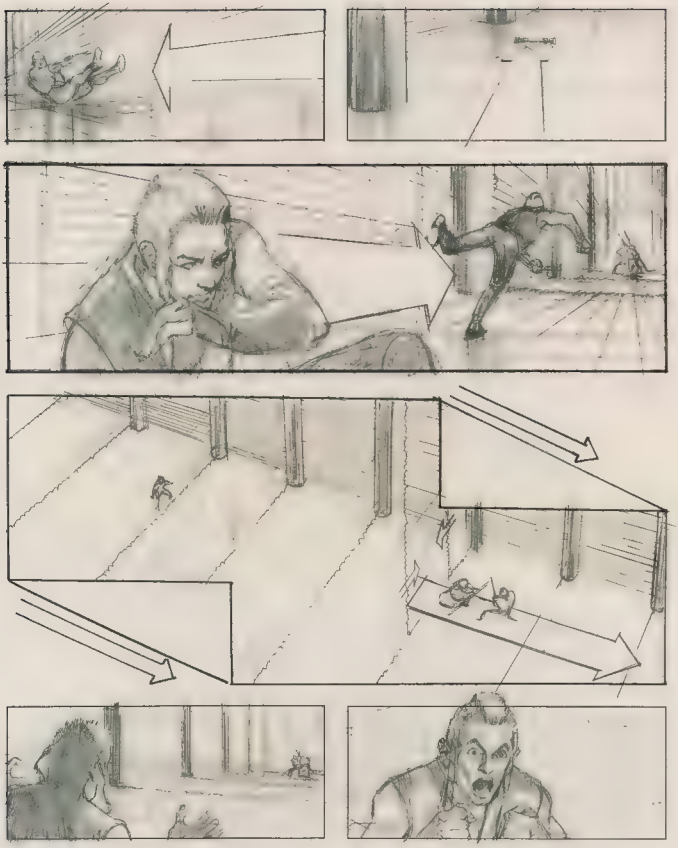
Maul kicks Qui-Gon in the face • Jew

Obi-Wan and Maul face off. » Jew



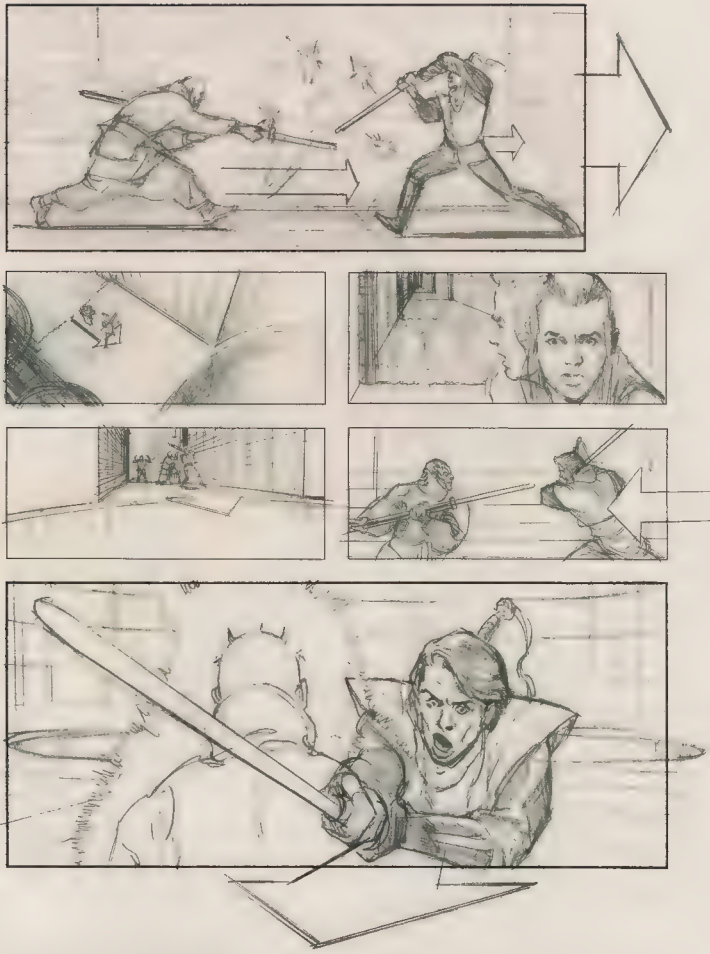
The two Jedi pursue Maul » Shuster R1:2, Jew R3



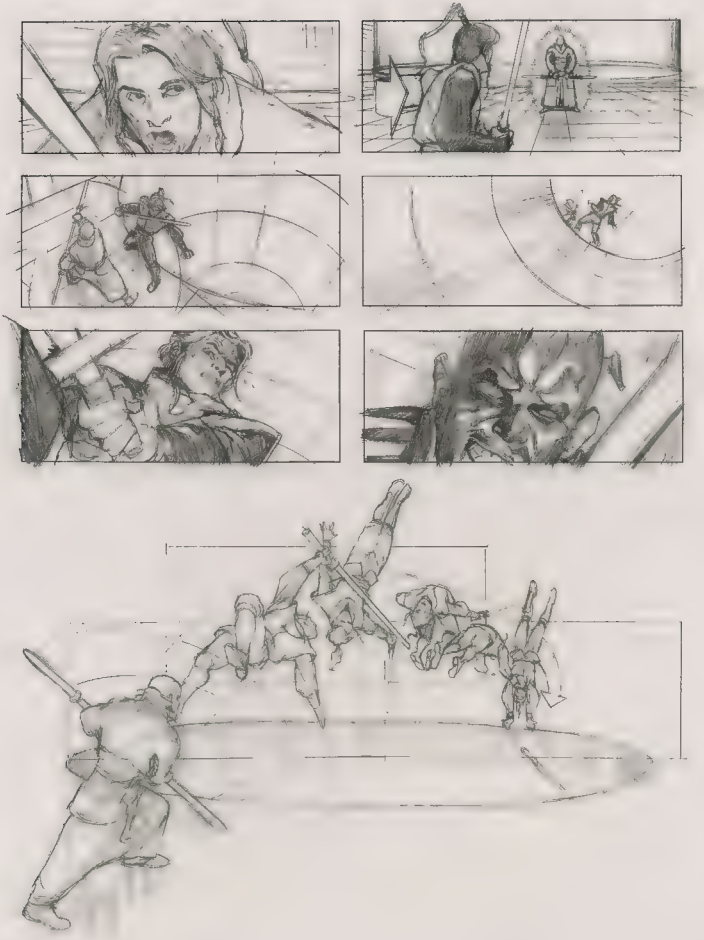


In the final film, it would be Obi-Wan who is cut off from the others.

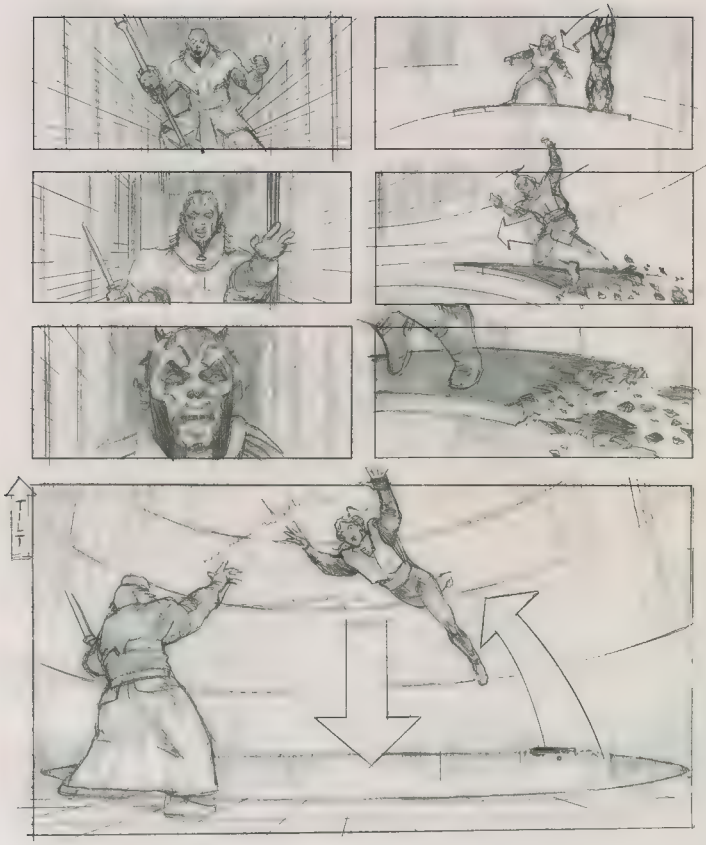
Qui-Gon separated from the other two by energy shields » Jew



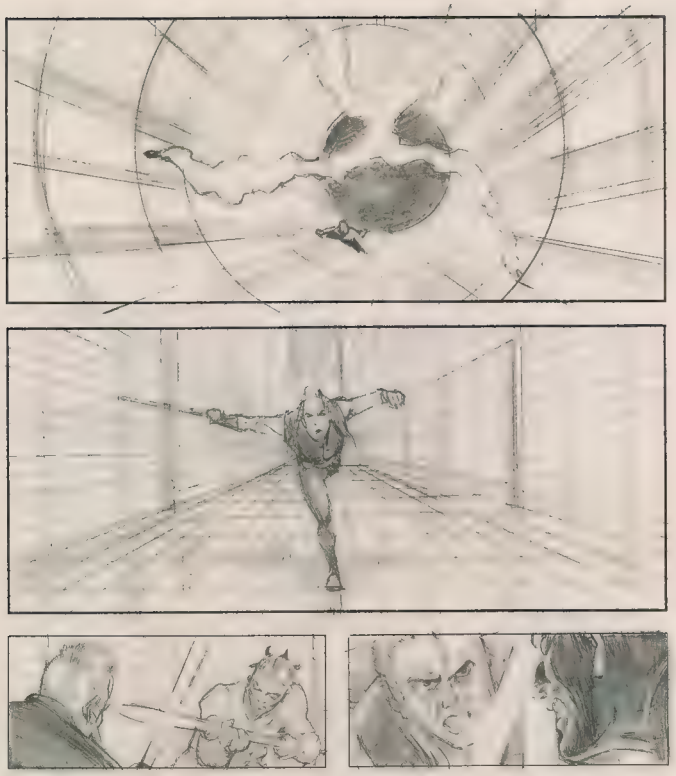
Maul uses a dark side decoy to confuse Obi-Wan — Jew



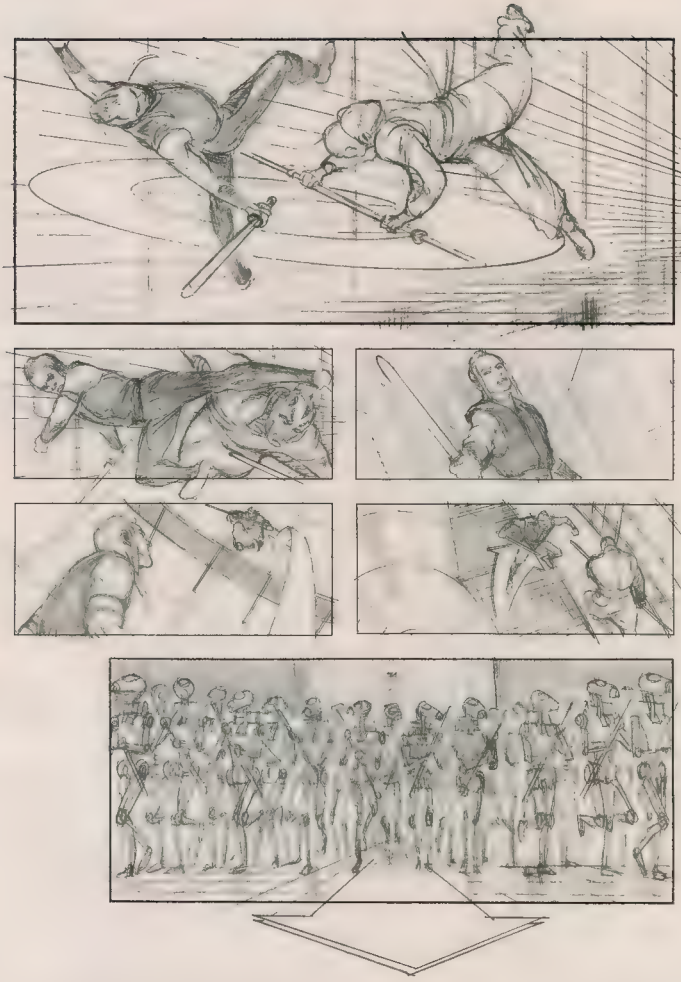
Obi-Wan leaps backward to safety » Jew



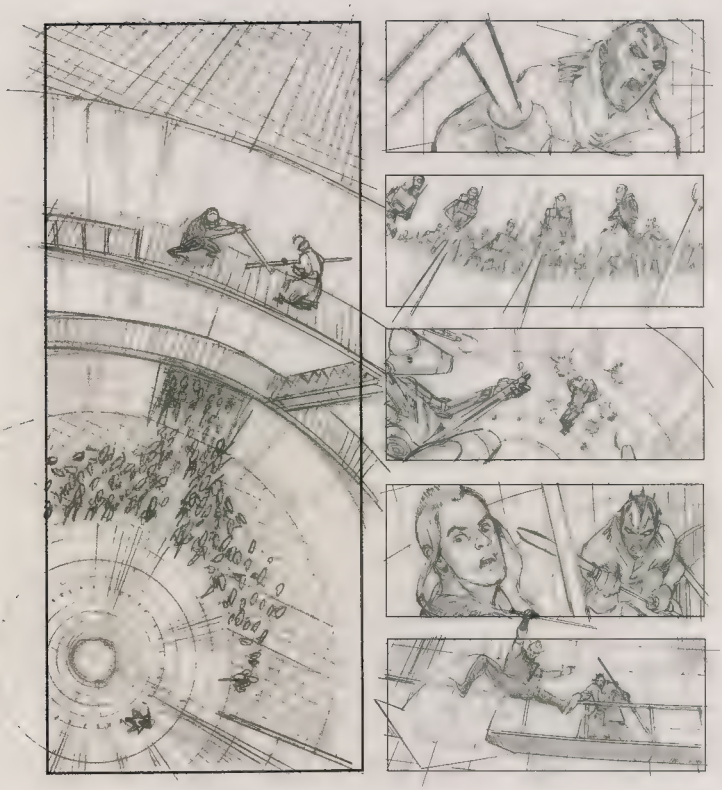
Maul makes the ledge crumble beneath Obi-Wan's feet and zaps the Jedi in midflight. » Jew



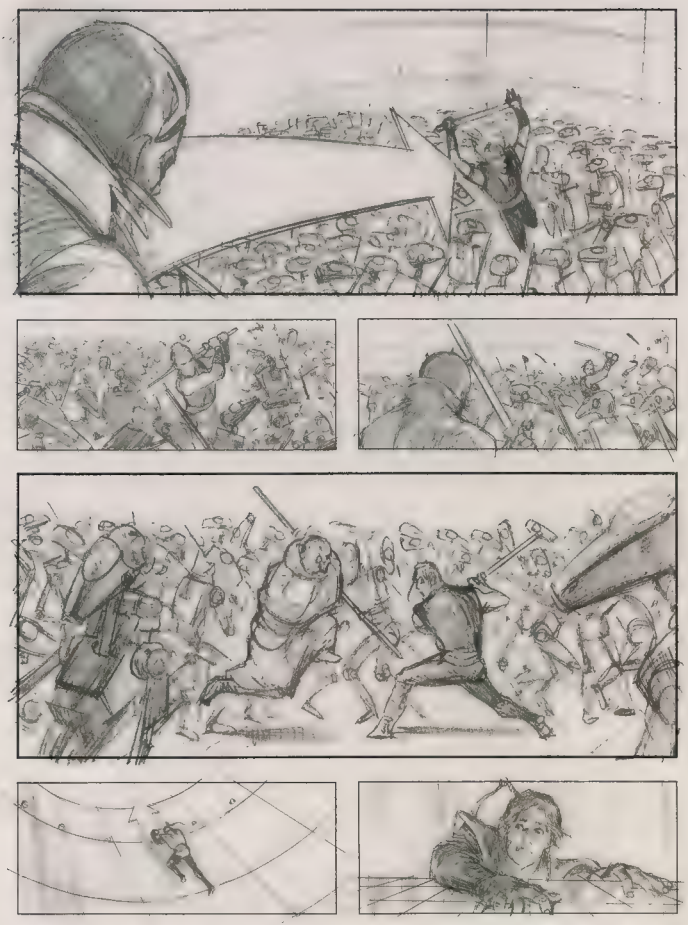
Obi-Wan is stuck in the pit; Qui-Gon storms after Maul » Jew



Maul leaps up, followed by Qui-Gon, battle droids enter en masse. « Jew

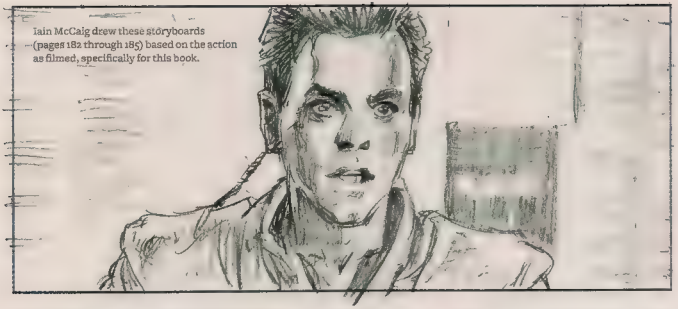


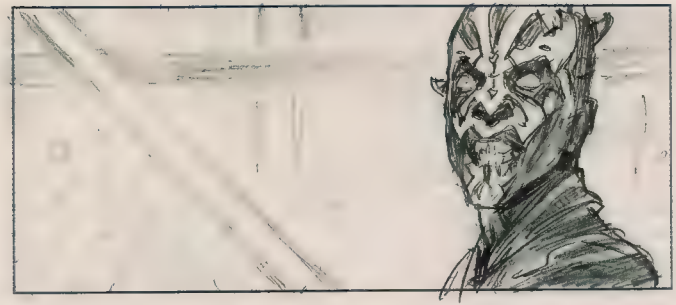
The droids fire on Obi-Wan » Jew



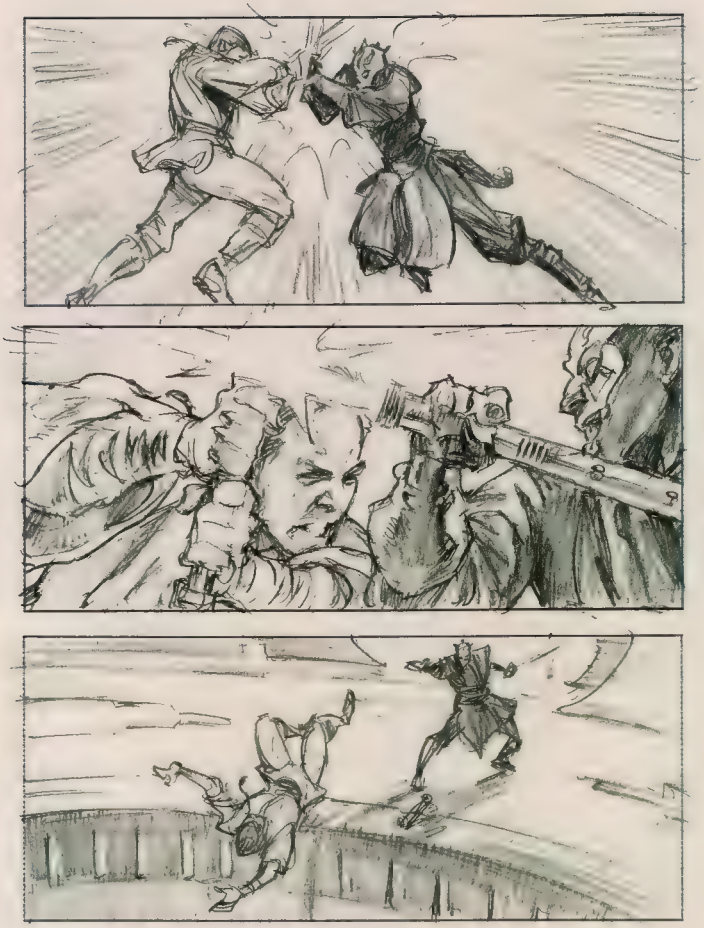
Qui-Gon slashes at the droids, allowing Obi-Wan to climb out » Jew

Iain McCaig drew these storyboards (pages 182 through 185) based on the action as filmed, specifically for this book.

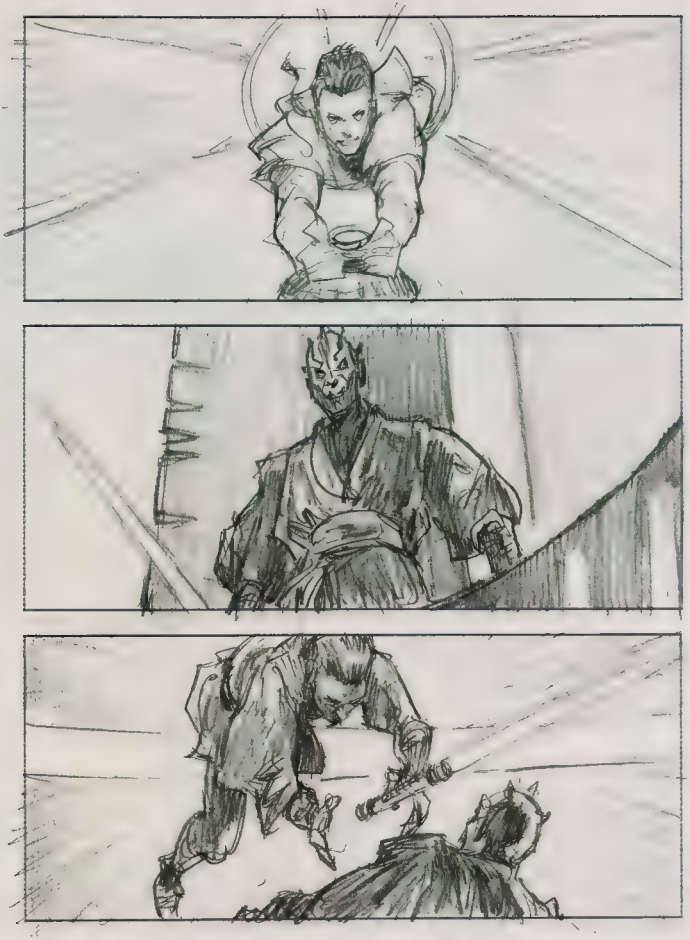




Qui-Gon is mortally wounded. » McCaig



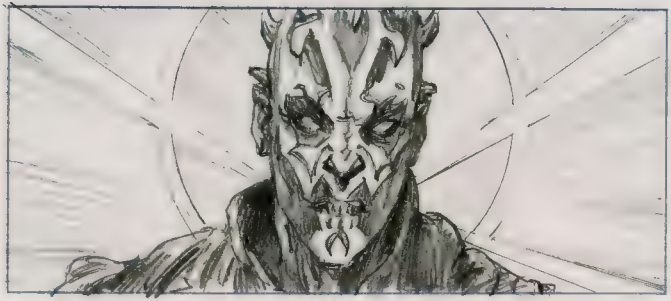
Obi-Wan attacks Maul, but is repelled. « McCaig

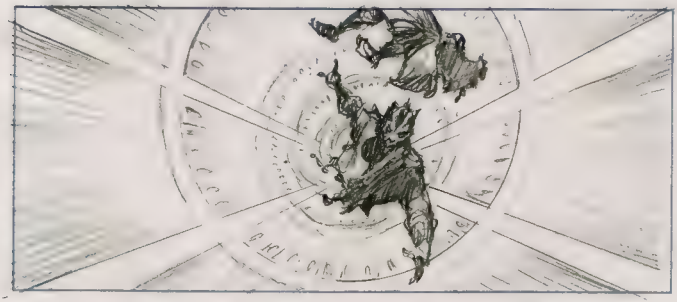


Obi-Wan catapults himself out of the pit . . . - McCaig

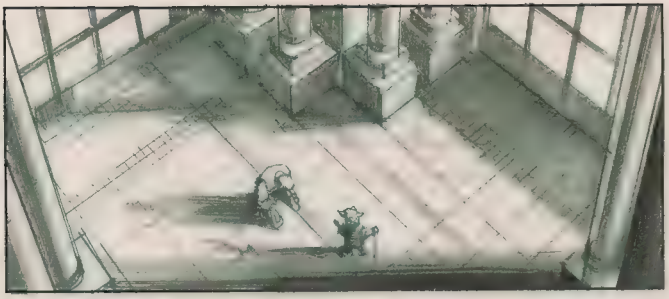
"It was a pleasure to revisit the Darth Maul death scene. There is great satisfaction in being there at the birth of a character, then following them through until their untimely demise."

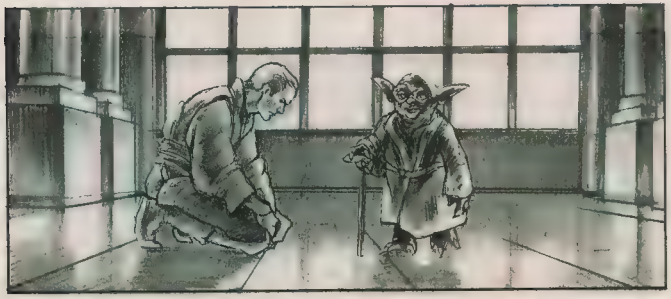
Iain McCaig

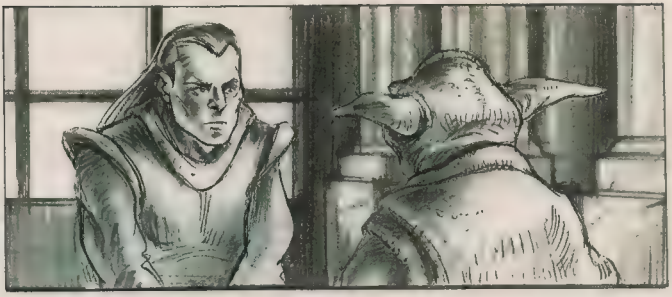




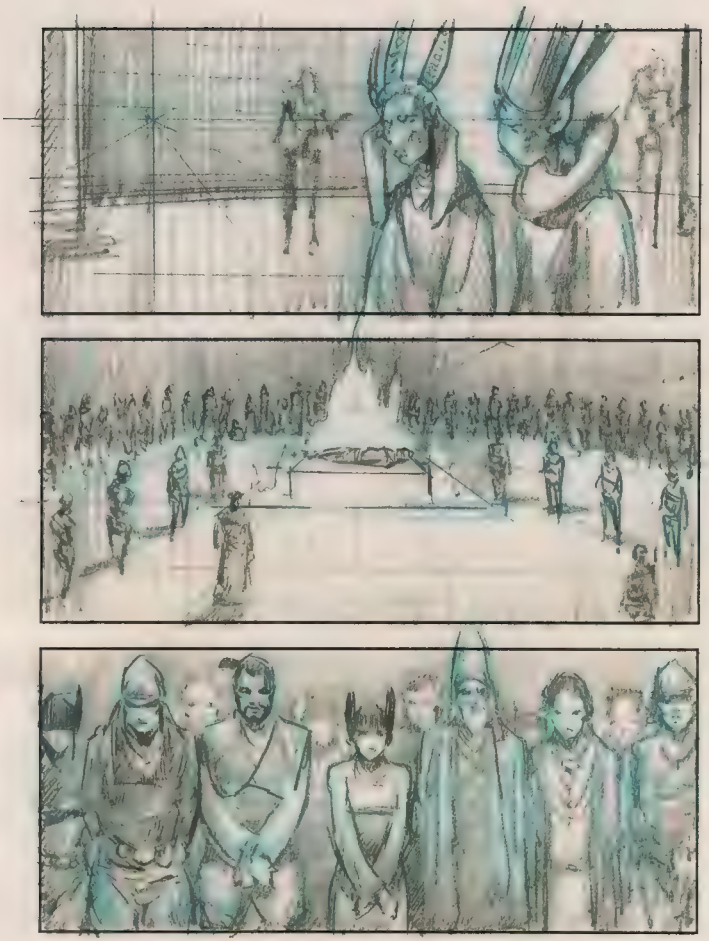
. and slices Maul in two. » McCaig





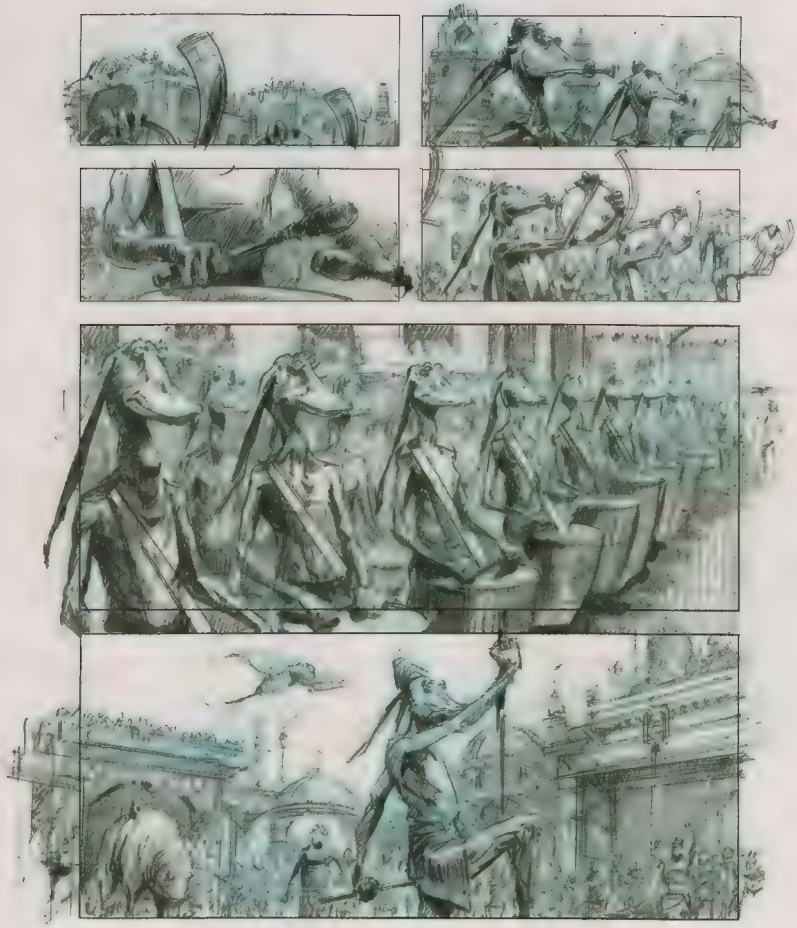


Ob -Wan consults with Yoda, who allows him to take on Anak n as his apprentice Art st unknown



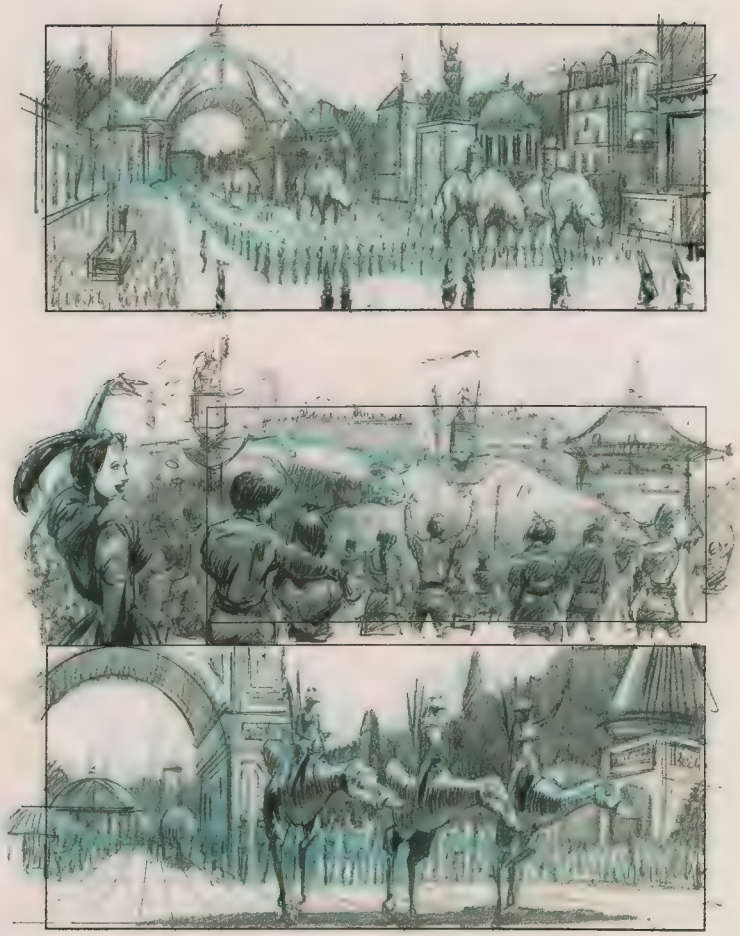
Qui-Gon is cremated. » Natividad

Boss Nass in the end celebration Natividad R1; McCaig R2



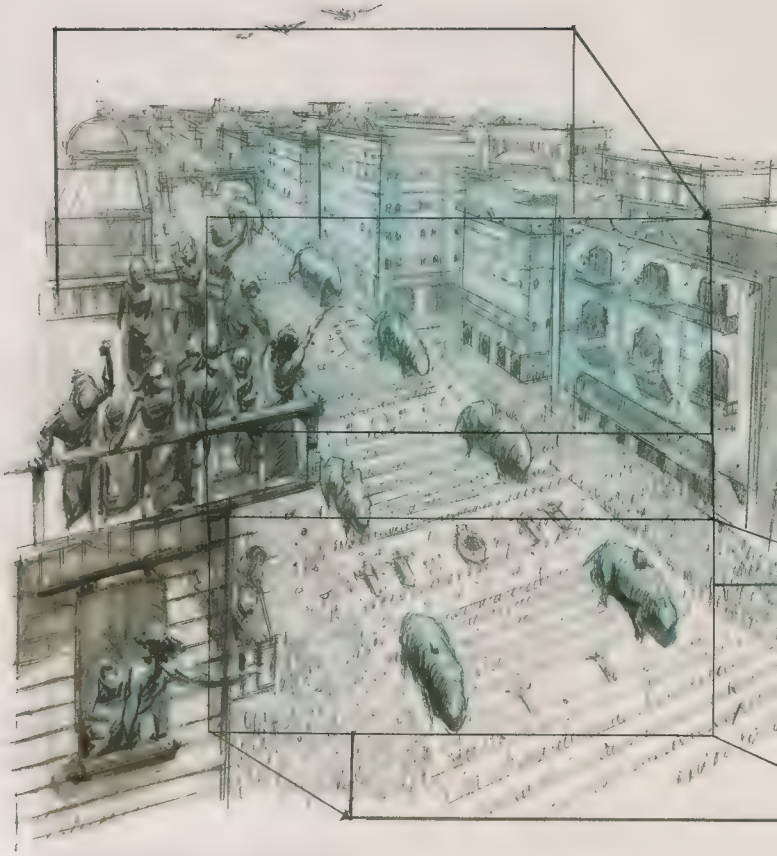
Gungan musicians • Natividad

Cheering Naboo citizens » Natividad



The triumphant Gungan army ← Natividad

The celebration continues. « Natividad

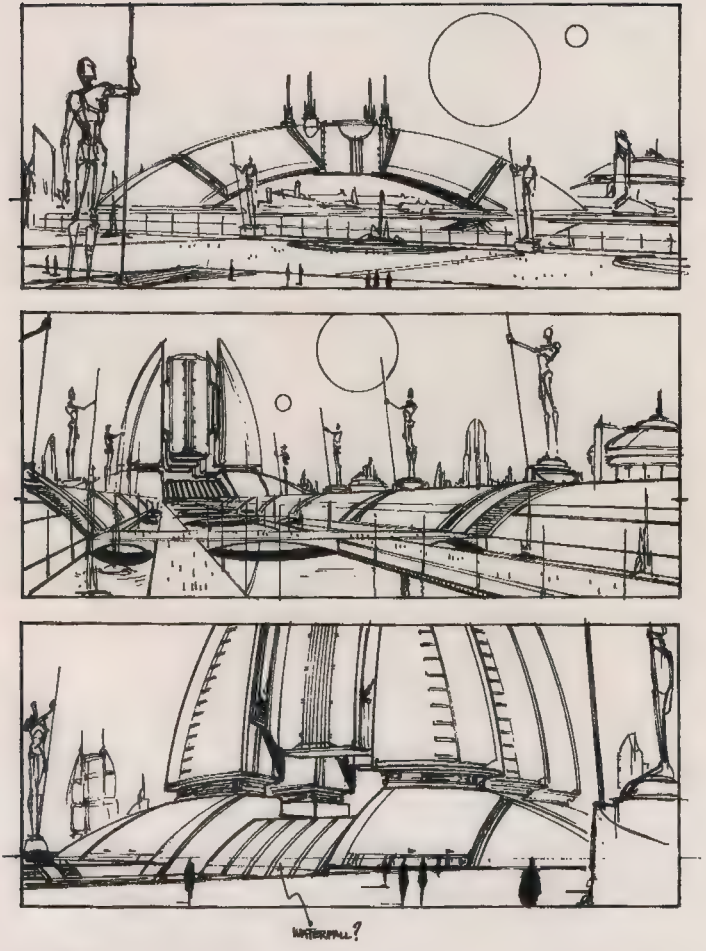


"Although storyboard artists can often bring special skills to the storyboarding process, some are just good all-around generalists. Ed Natividad could pretty much draw anything, be it a creature or a spaceship. He drew it all and at a blazing speed." **Benton Jew**

The parade as seen from a balcony → Natividad

STAR WARS: EPISODE II

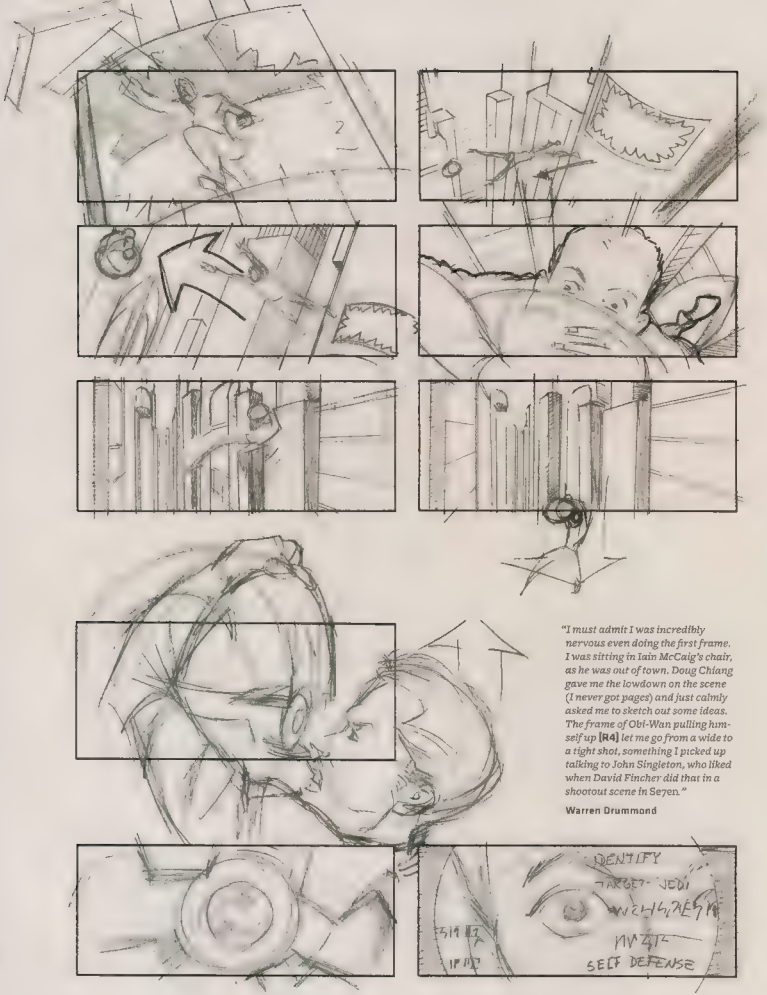
ATTACK OF THE CLONES



The Senate building on Coruscant — Artist unknown

This may be a scene that was later moved to a gunship, where Mace Windu expresses his worries about Anakin to Obi-Wan.

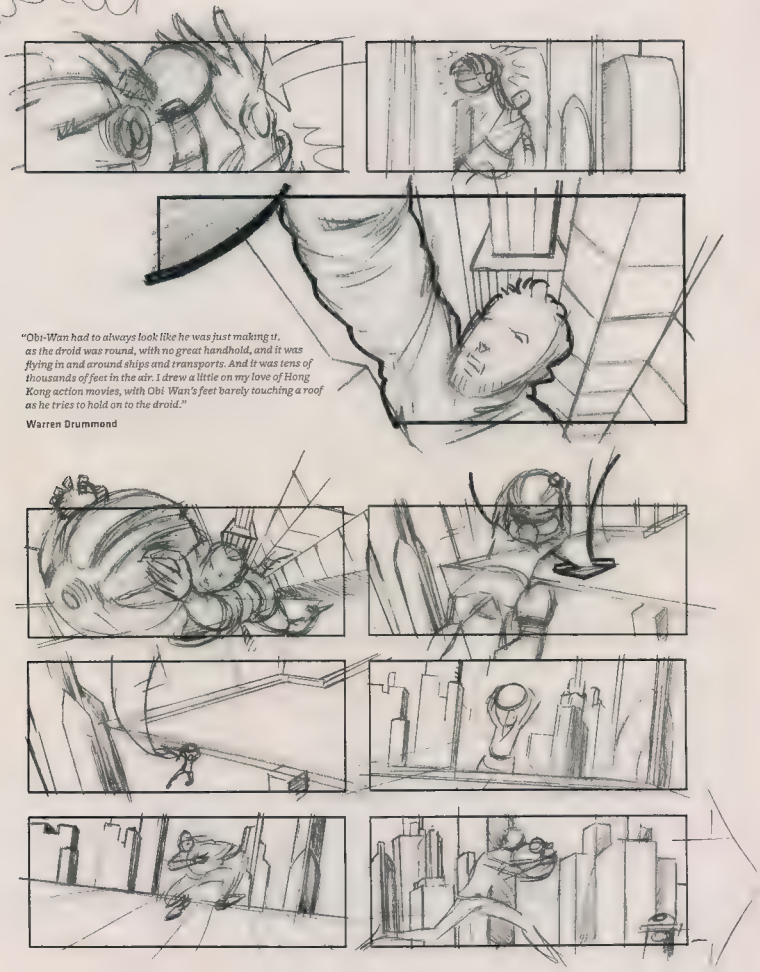
Jedi Master Mace Windu and Obi-Wan on Coruscant » Rodolfo Damaggio



"I must admit I was incredibly nervous even doing the first frame. I was sitting in Iain McCaig's chair, as he was out of town. Doug Chiang gave me the lowdown on the scene (I never got pages) and just calmly asked me to sketch out some ideas. The frame of Obi-Wan pulling himself up **[R4]** *let me go from a wide to a tight shot, something I picked up talking to John Singleton, who liked when David Fincher did that in a shootout scene in Seven."*

Warren Drummond

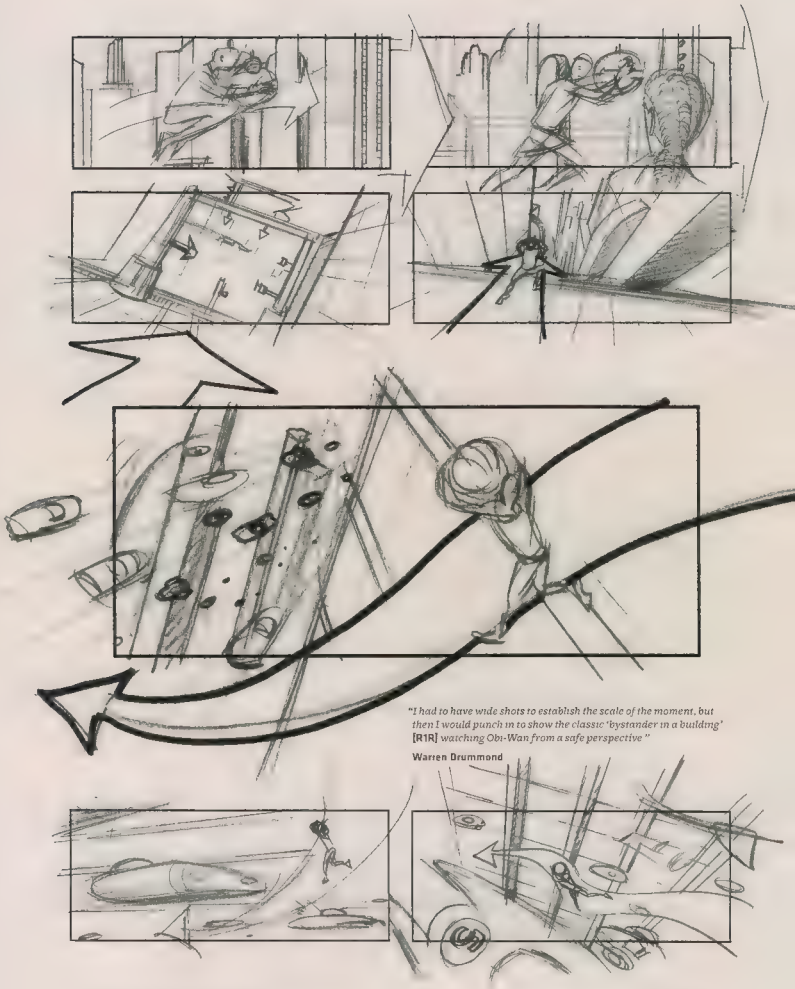
Obi-Wan leaps out of a window onto an assassin droid » Warren Drummond



"Obi-Wan had to always look like he was just making it, as the droid was round, with no great handhold, and it was flying in and around ships and transports. And it was tens of thousands of feet in the air. I drew a little on my love of Hong Kong action movies, with Obi Wan's feet barely touching a roof as he tries to hold on to the droid."

Warren Drummond

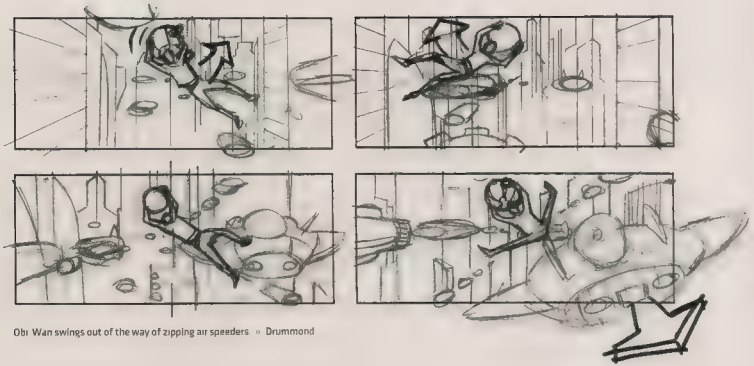
Obi-Wan has to run across a building top while still holding on to the droid Drummond



"I had to have wide shots to establish the scale of the moment, but then I would punch in to show the classic 'bystander in a building' [R1R] watching Obi-Wan from a safe perspective."

Warren Drummond

Flying among Coruscant air traffic » Drummond

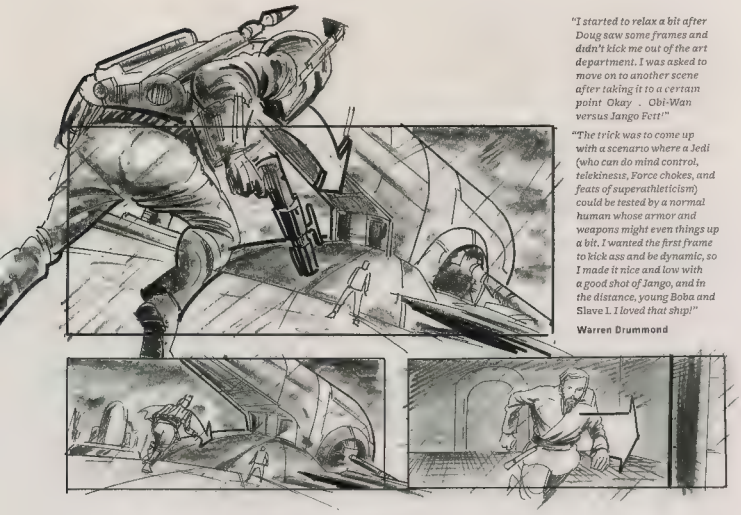


Obi-Wan swings out of the way of zipping air speeders. » Drummond

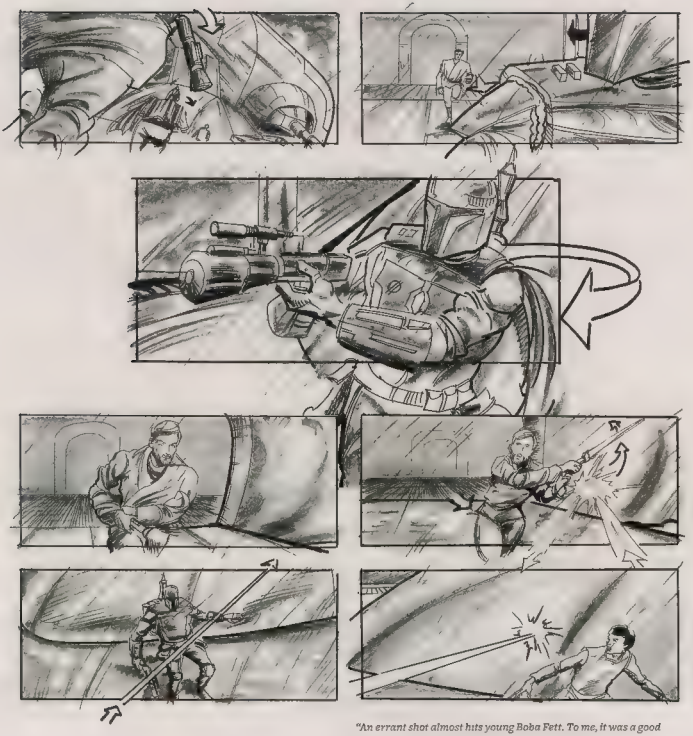
"I started to relax a bit after Doug saw some frames and didn't kick me out of the art department. I was asked to move on to another scene after taking it to a certain point. Okay . . . Obi-Wan versus Jango Fett!"

"The trick was to come up with a scenario where a Jedi (who can do mind control, telekinesis, Force chokes, and feats of superathleticism) could be tested by a normal human whose armor and weapons might even things up a bit. I wanted the first frame to kick ass and be dynamic, so I made it nice and low with a good shot of Jango, and in the distance, young Boba and Slave I. I loved that ship!"

Warren Drummond

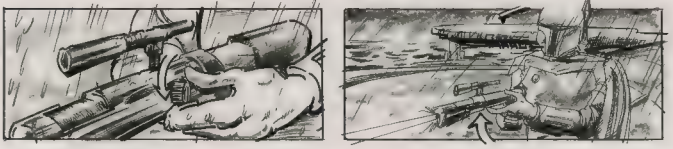


Obi-Wan pursues bounty hunter Jango Fett on the planet Kamino. » Drummond

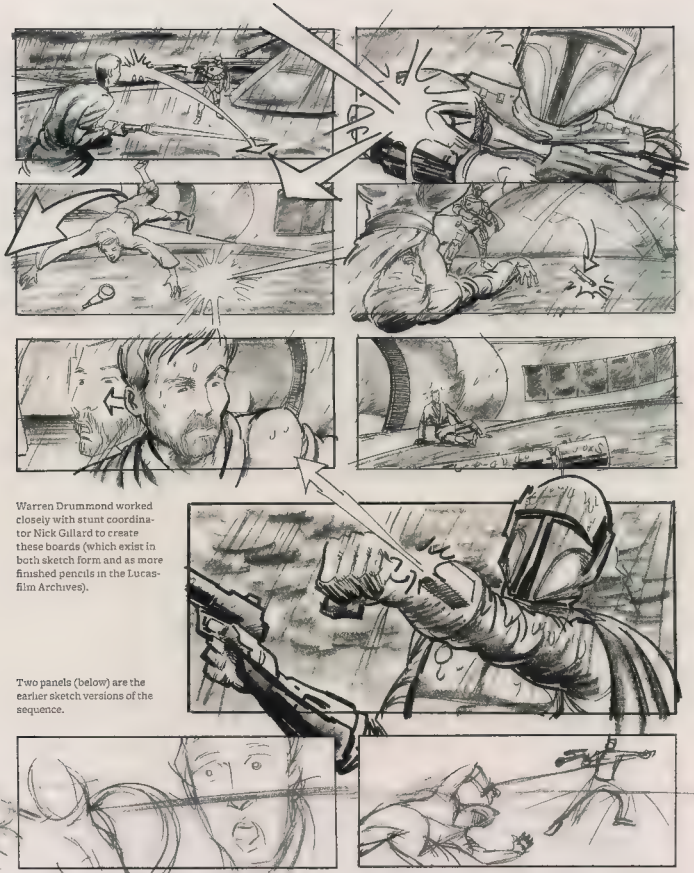


"An errant shot almost hits young Boba Fett. To me, it was a good way to get the future bounty hunter involved in the scene."

Warren Drummond



Jango Fett fires at Obi-Wan, who deflects his shots. » Drummond

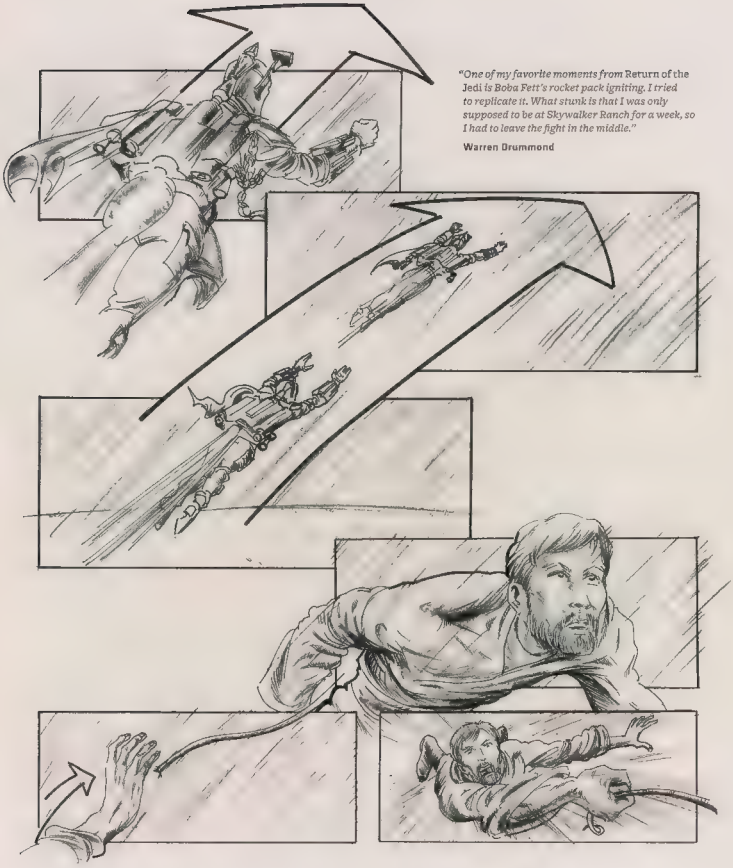


Warren Drummond worked closely with stunt coordinator Nick Gillard to create these boards (which exist in both sketch form and as more finished pencils in the Lucasfilm Archives).

Two panels (below) are the earlier sketch versions of the sequence.

"One of the things I remember talking to Nick Gillard about was that Obi Wan would get snagged somehow by Jango's line and then get pulled along." **Warren Drummond**

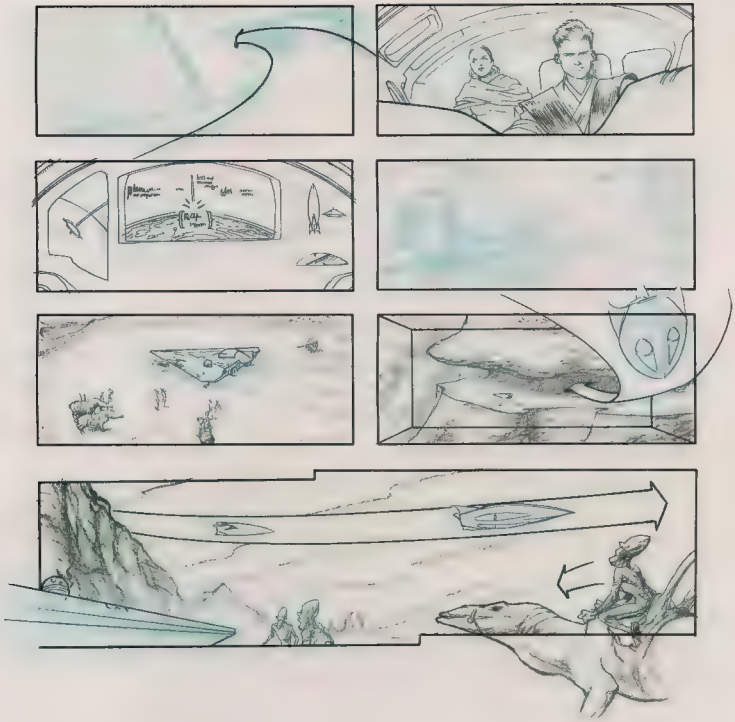
Fett fires a cable that wraps around Kenobi's wrist // Drummond



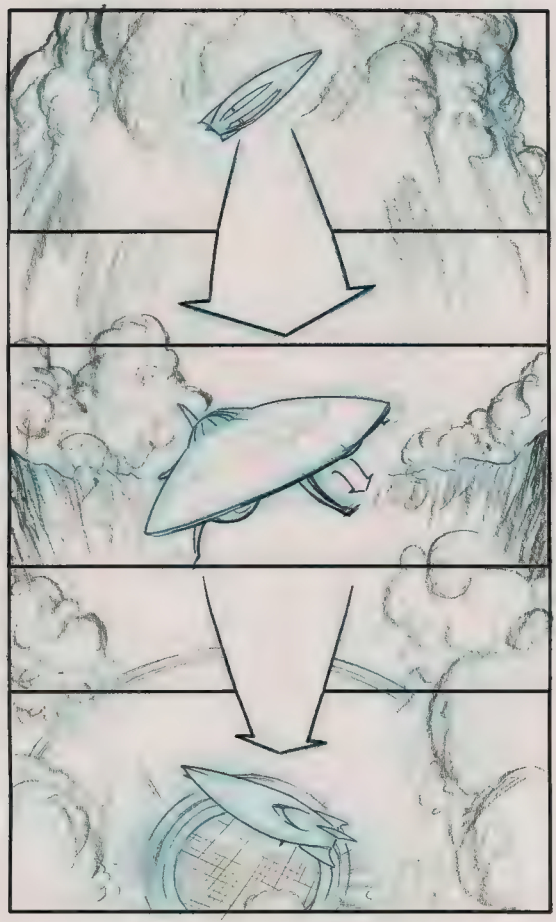
"One of my favorite moments from Return of the Jedi *is Boba Fett's rocket pack igniting. I tried to replicate it. What stunk is that I was only supposed to be at Skywalker Ranch for a week, so I had to leave the fight in the middle."*

Warren Drummond

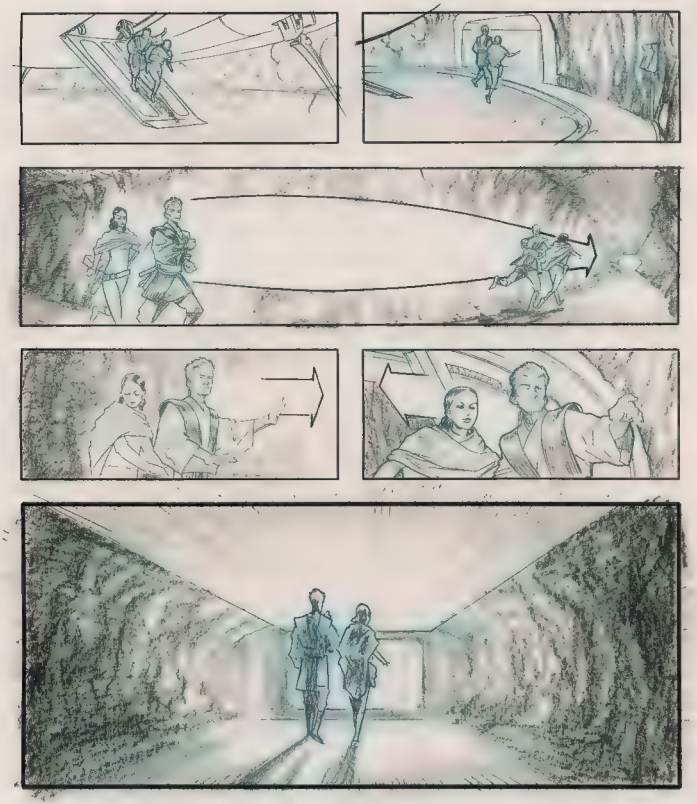
Fett blasts off with Kenobi trailing. · Drummond



Anakin and Padmé arrive on Geonosis. » Brian O'Connell

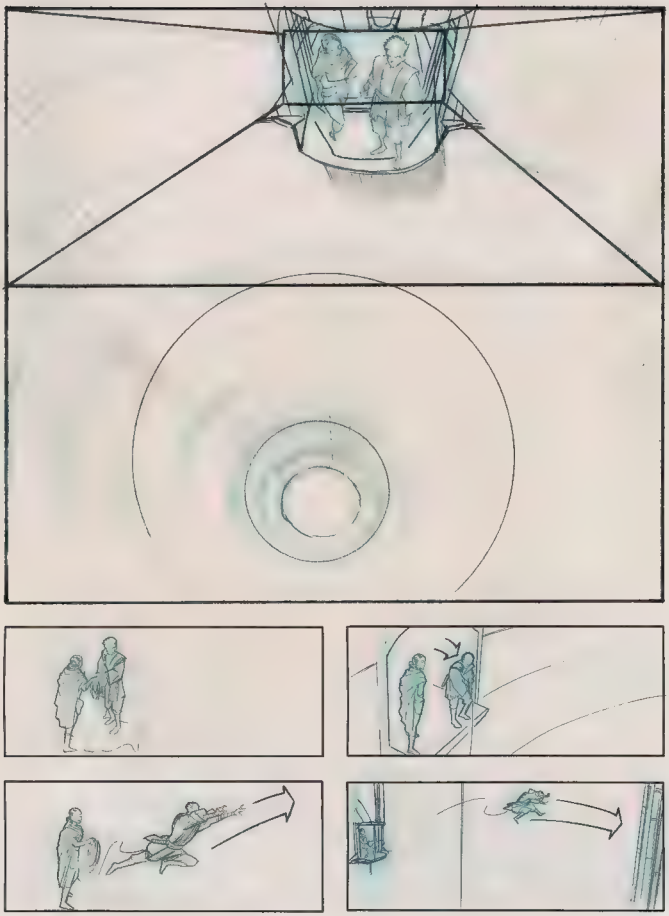


Their starship descends into a kind of exhaust port. » O'Connell

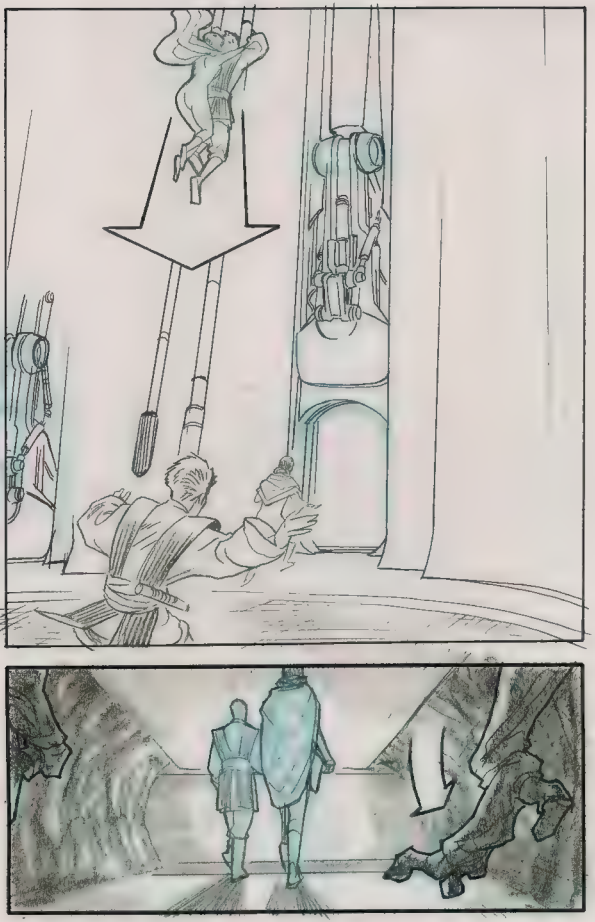


Several variations of Anakin and Padmé's arrival on Geonosis and their entry into the droid factory through a tunnel were boarded.

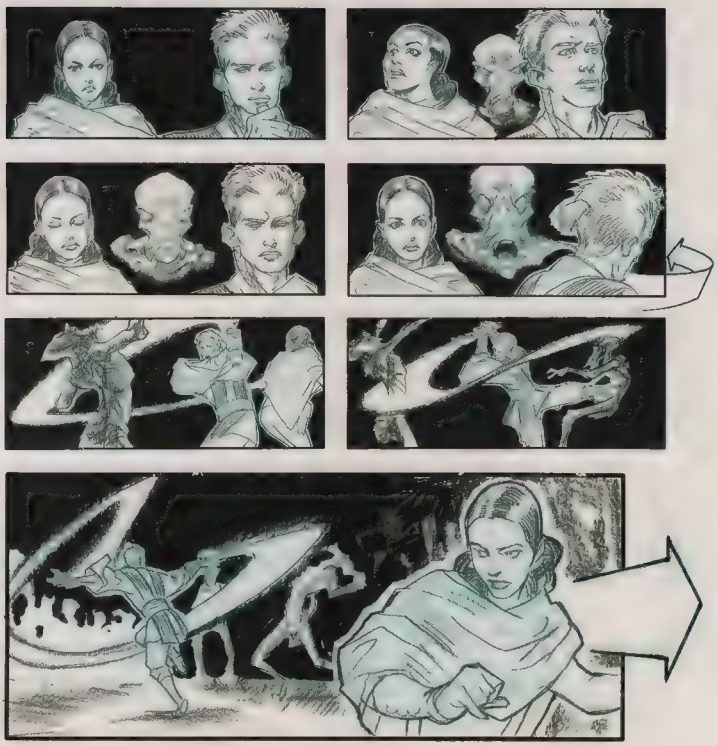
Anakin and Padmé run through a tunnel and approach a door. » O'Connell



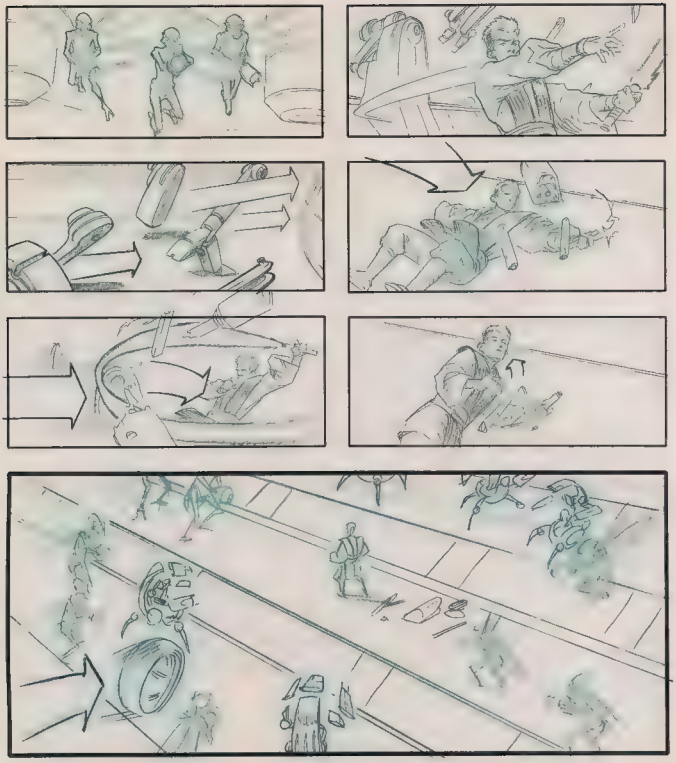
Anakin Force jumps across a chasm » O'Connell



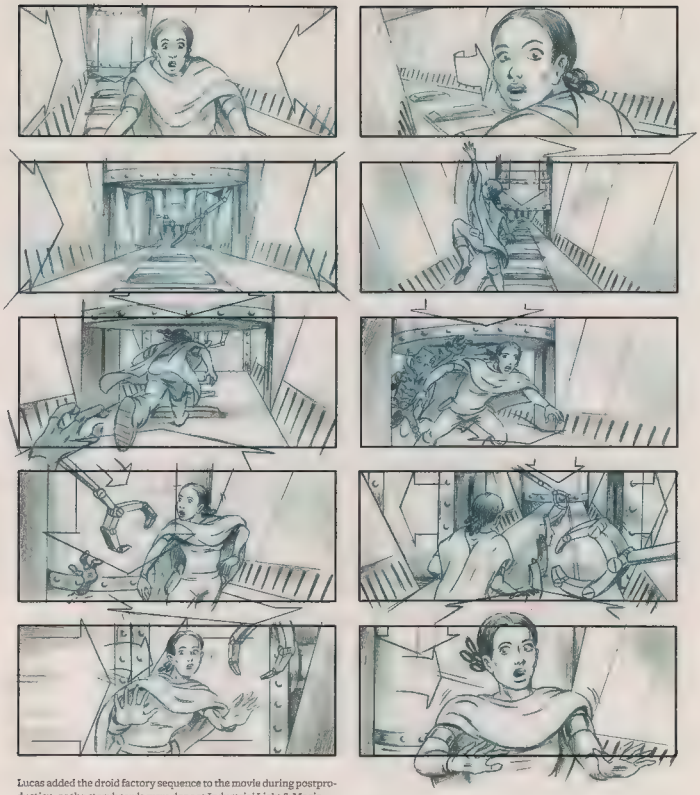
They descend via cable to the chasm floor ~ O'Connell



A Geonosian creeps up on Anakin and Padmé. » O'Connell

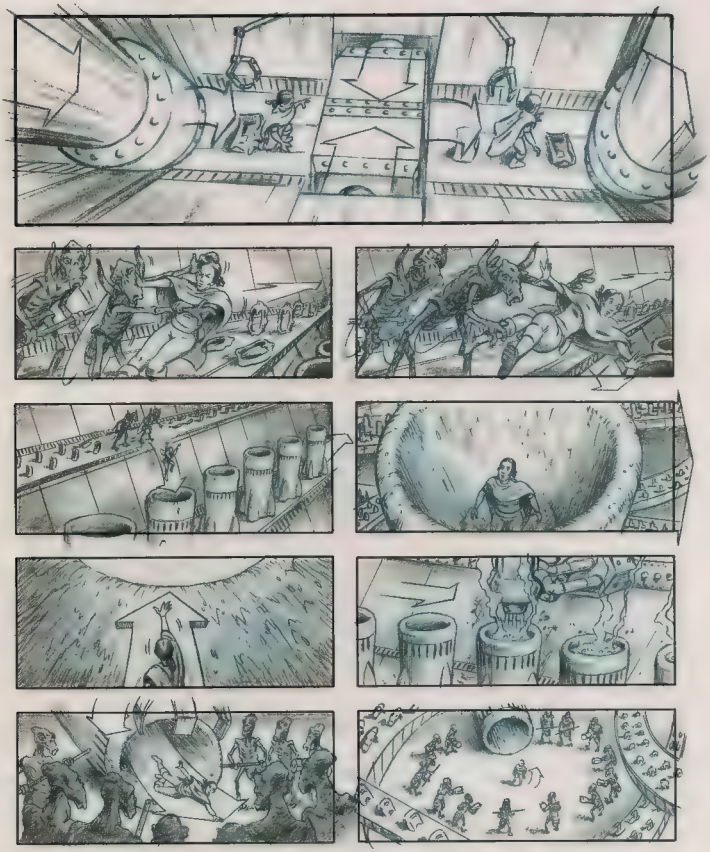


Anakin s arm is pinned down by the droid factory machinery. » O'Connell

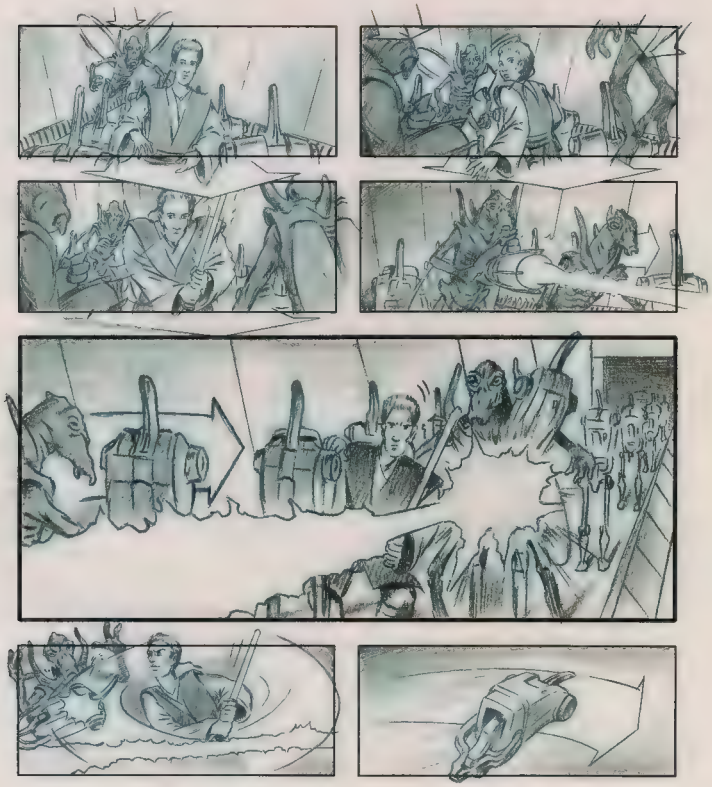


Lucas added the droid factory sequence to the movie during postproduction, so the storyboards were done at Industrial Light & Magic.

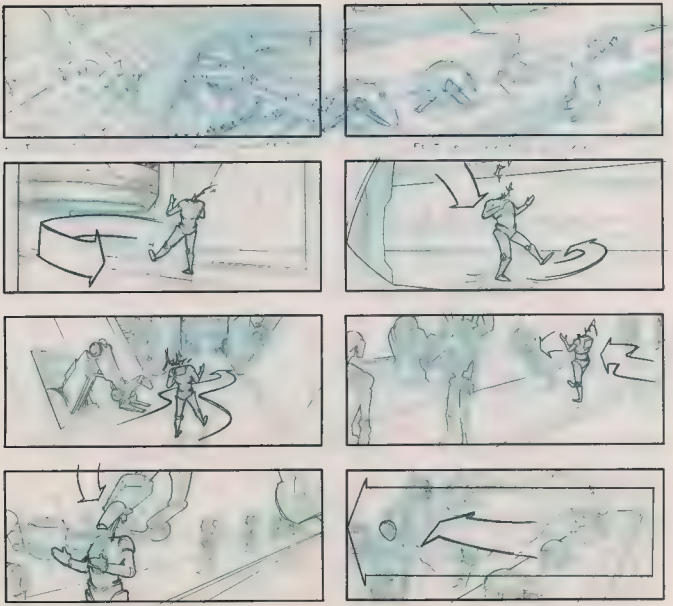
Padmé is pursued through the droid factory by winged Geonosians ◦ Kirk Henderson



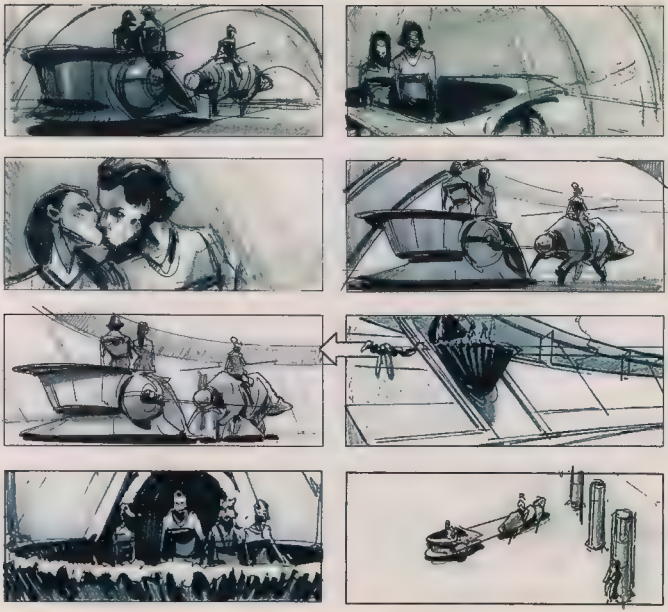
Padmé is pushed into a rocketlike receptacle, spills out, and is then surrounded. ∨ Henderson



A Geonosian fires a large weapon at Anakin, who dodges out of the way ◦ Henderson

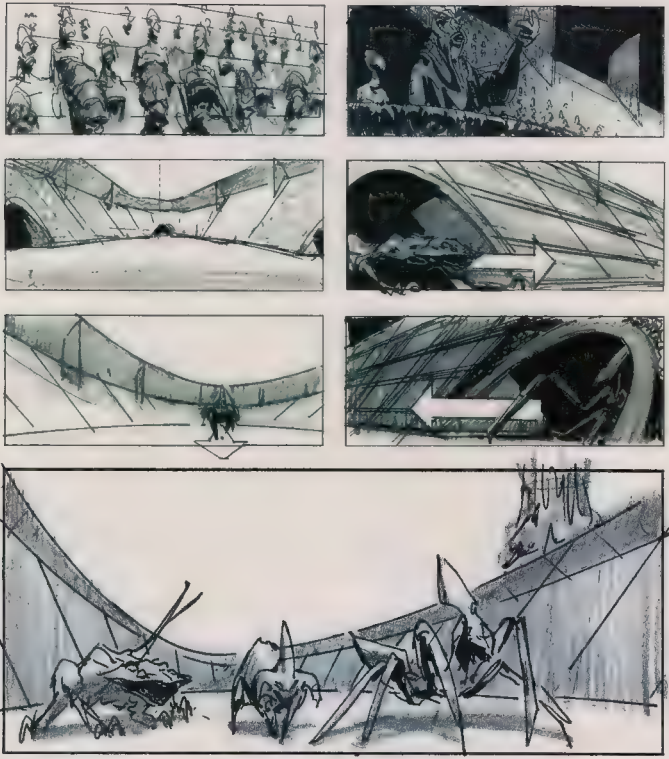


C-3PO s head is replaced with a battle droid's. » O'Connell



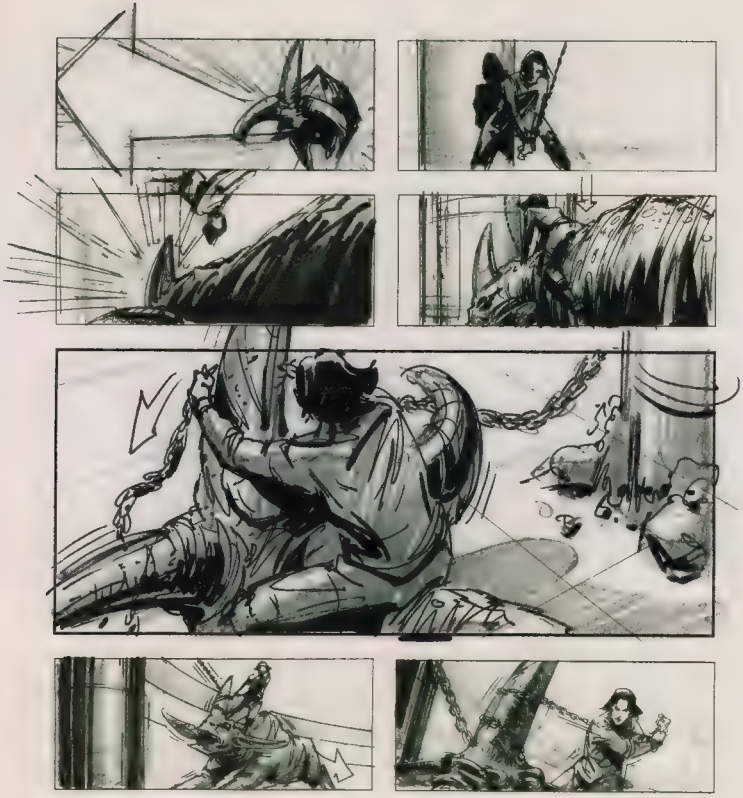
Anakin and Padmé kiss before their chariot is pulled into the arena » Natividad

The heroes are chained to columns in the arena. « Natividad

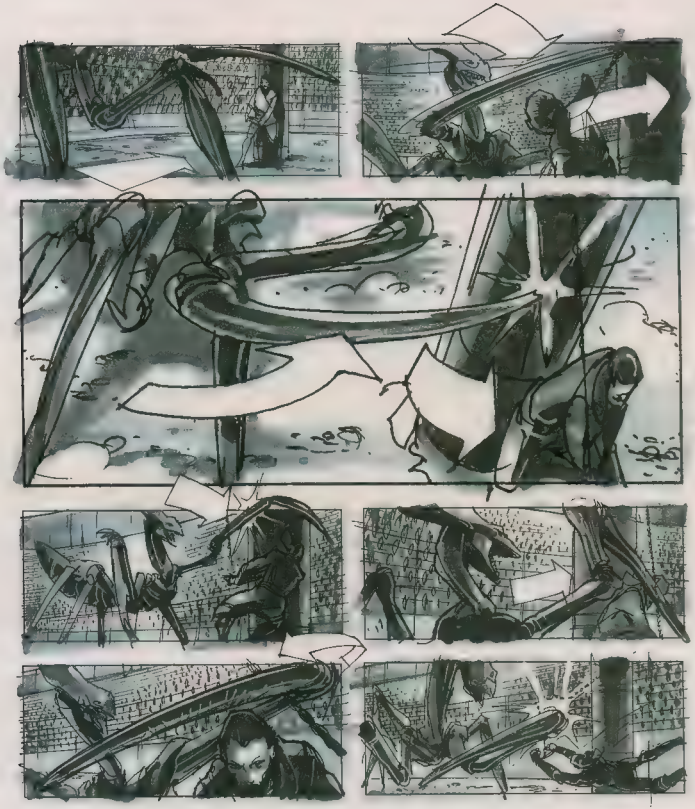


Three rabid monsters are released from their pens. » Natividad

Each beast chooses its victim. » Natividad



Anakin wraps his chain around the reek's horn » Natividad



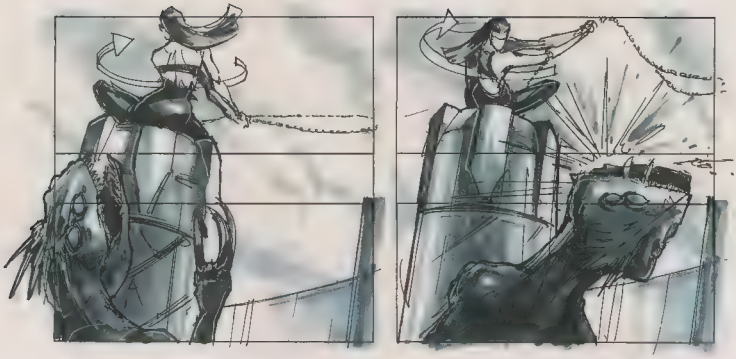
"The arena fight was by far the most enjoyable of all the sequences for me, as it allowed for various creatures in action as well as dynamic poses for the figures."

Ed Natividad

The acklay takes a swing at Kenobi Natividad

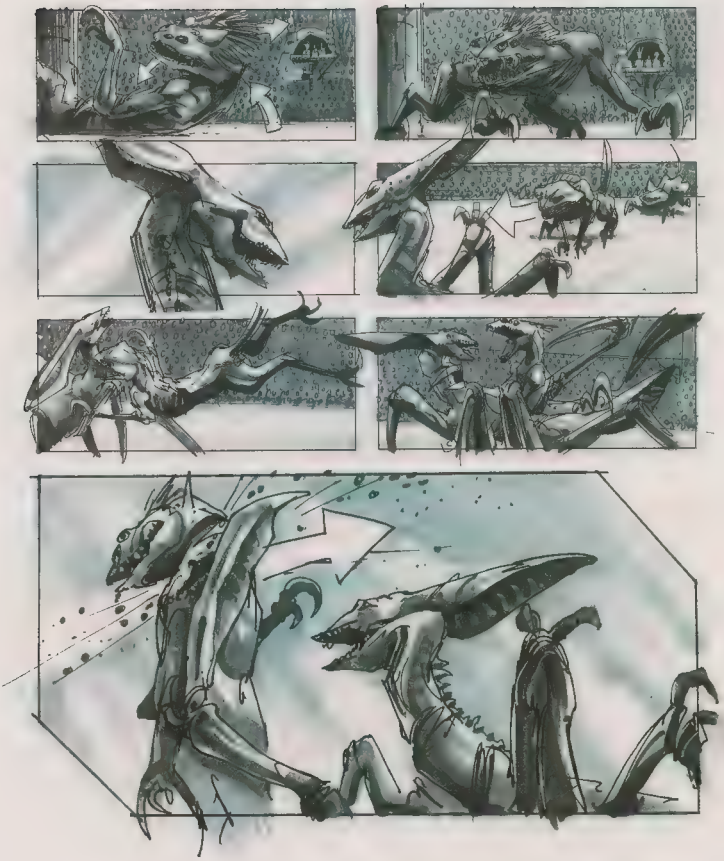
The acklay causes the column to come crashing down « Natividad

The nexu wounds Padmé • Natividad



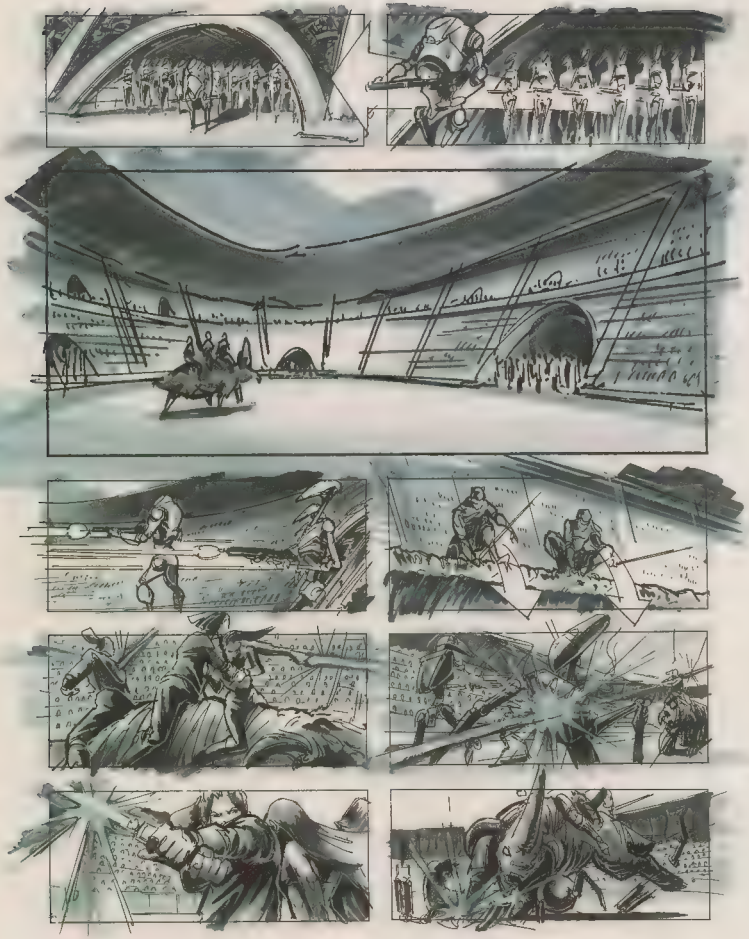
Padmé strikes the nexu with her chain • Natividad

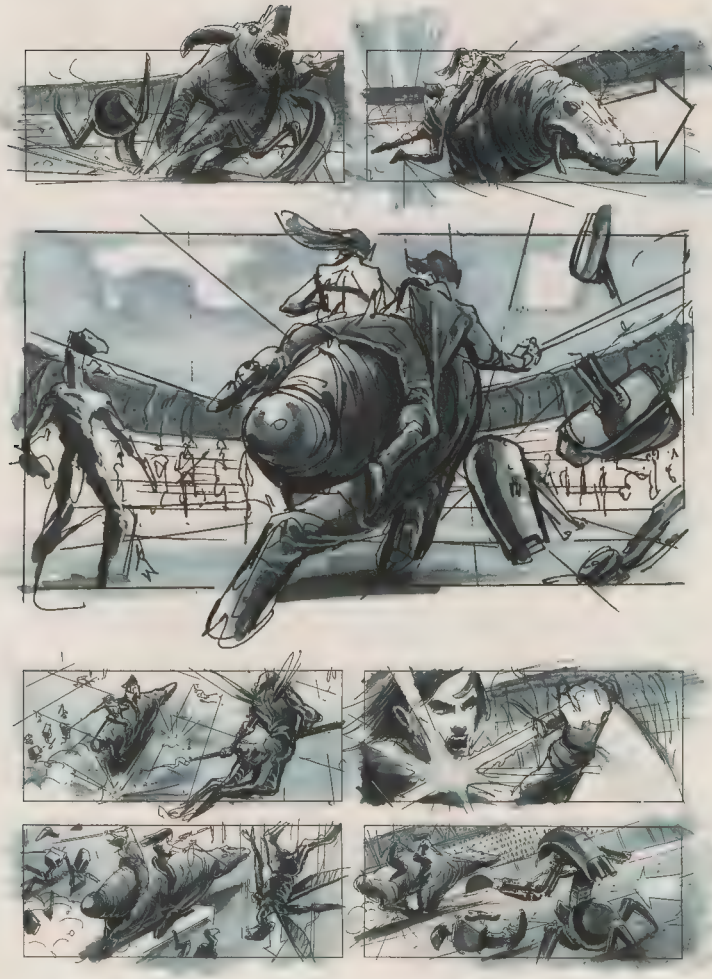
Ben'd smounts a Geonosian • Natividad



The acklay and the nexu battle it out » Natividad

The three heroes on the reek are pursued and surrounded ⇗ Natividad

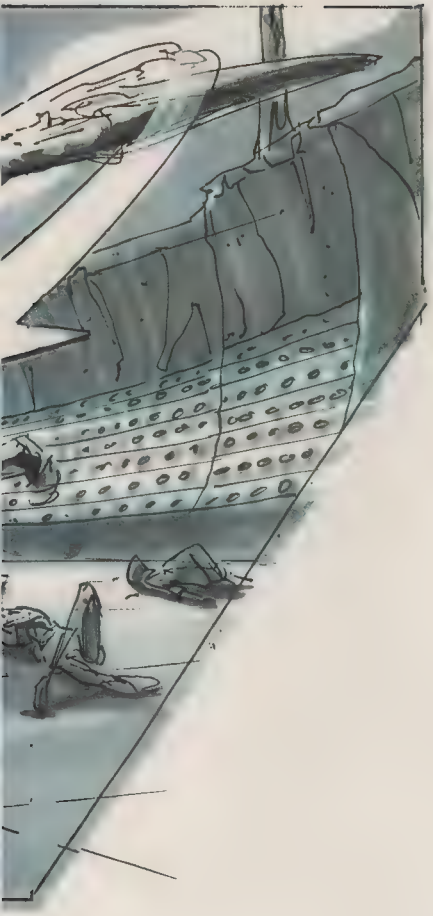




The reek rampages through the arena. Natividad

The reek is killed, while the acklay turns on the Geonosians. ◆ Natividad

Kenobi finds himself overshadowed by the acklay. » Natividad

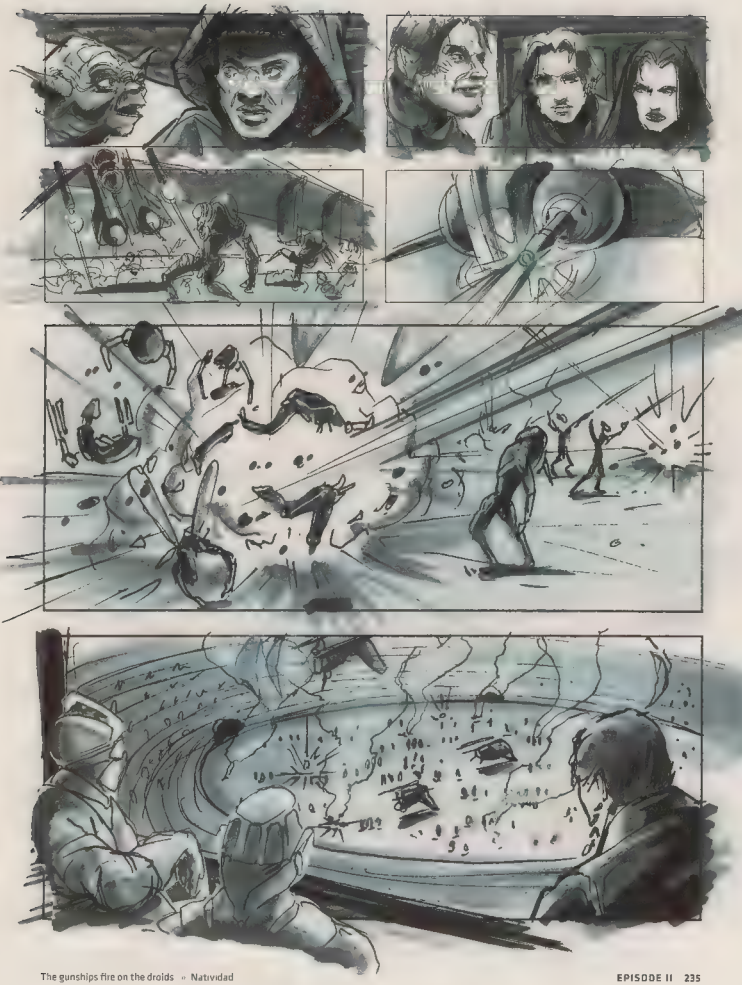


The ackley and Obi-Wan face off • Natividad

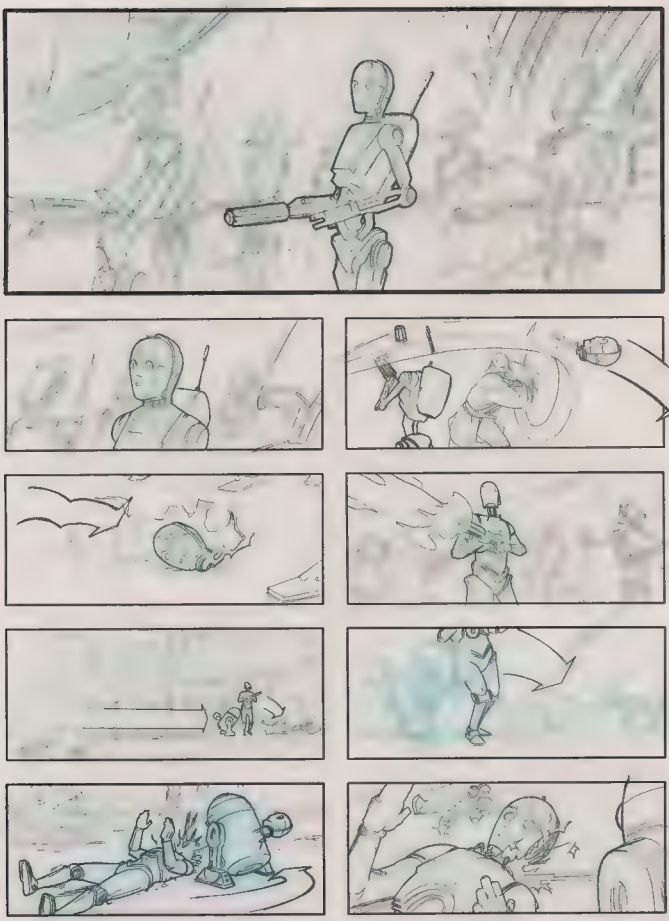
Obi-Wan slices off the acklay's "feet." » Natividad

The Jedi are outnumbered by the droids. · Naboo

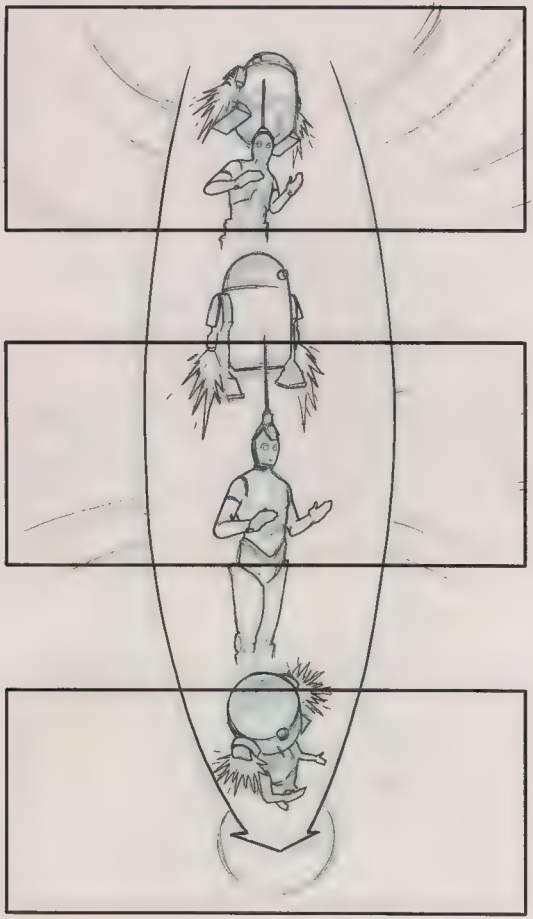
Yoda arrives with reinforcements Natividad



The gunships fire on the droids » Natividad

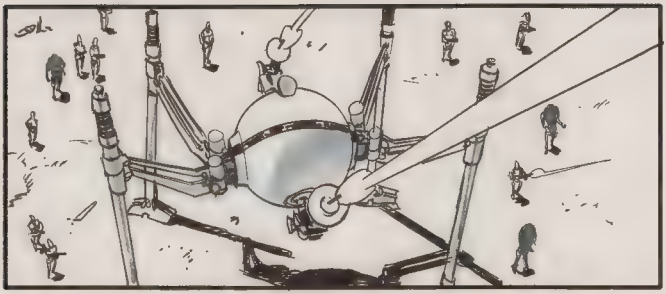


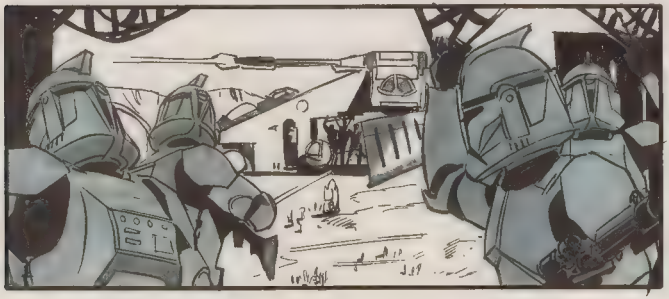
C-3PO gets his head back. - O'Connell

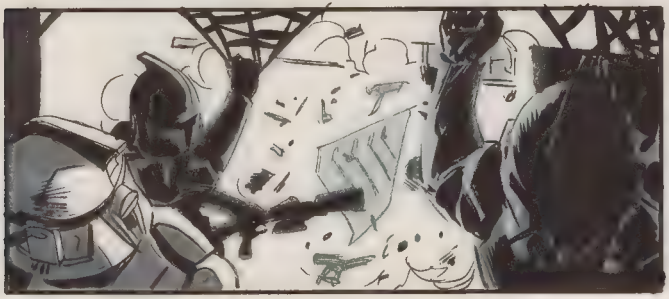


R2-D2 airlifts C-3PO to safety. » O'Connell

The Clone Wars begin, tower cannons fire at ships. · Damaggio

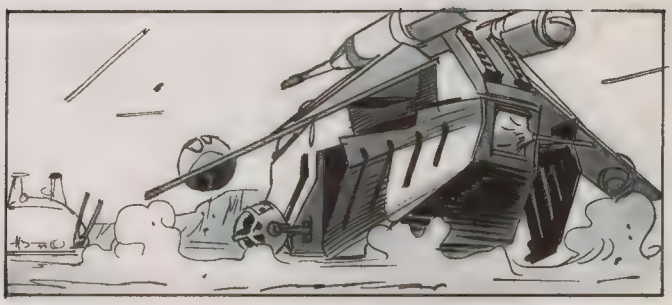


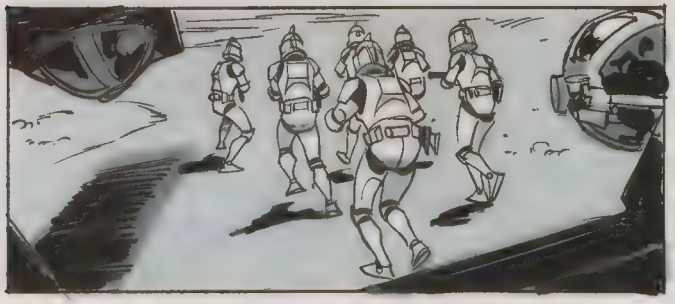


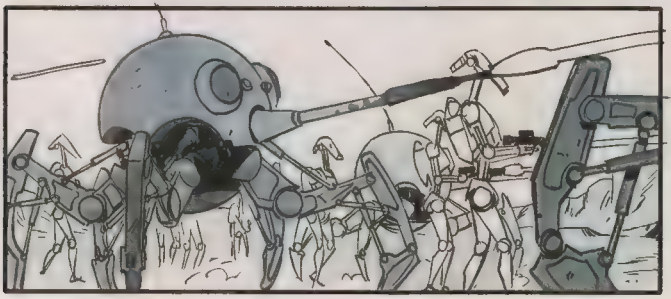


A spider droid scores a direct hit · Damaeglo

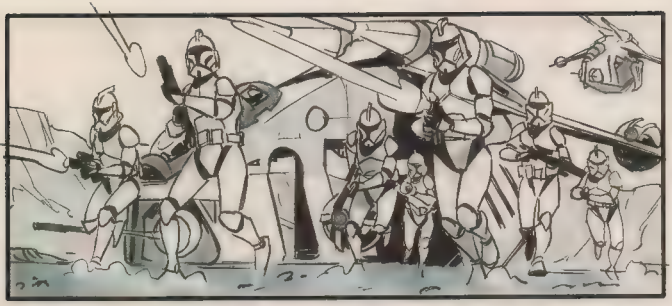
The stricken gunship crashes. - Damaggio

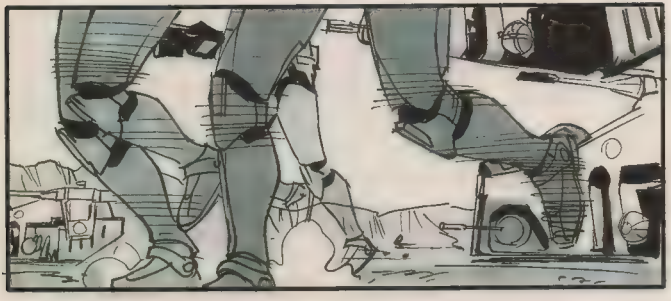


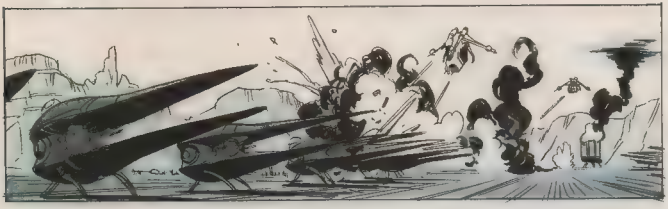




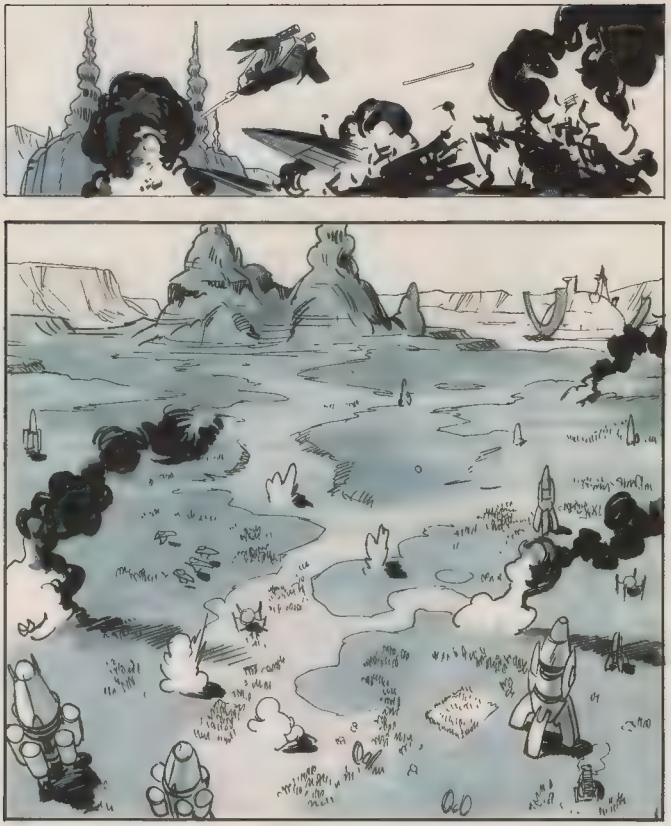
More clone troopers disembark on the battlefield Damage







The troops advance Damage o



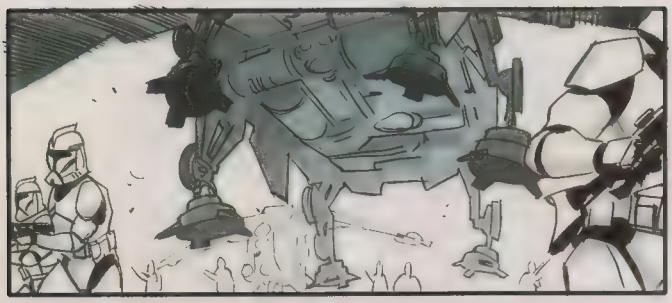
The battle rages as droid fighters are destroyed on the ground. » Damaggio

edi Master Plo Koon leads the troops Damaggio

The speeder bike shots wouldn't make the final cut.

Troopers hop on speeder bikes. ◦ Damaggio

The camera tilts up to show a troop carrier coming through the smoke — Damaggio



"What makes a truly great storyboard? Clarity of storytelling; excellence of draughtsmanship; masterful use of framing, eyelines, camera angles and lenses. In short, everything you see here in Rodolfo's panels."

Iain McCaig

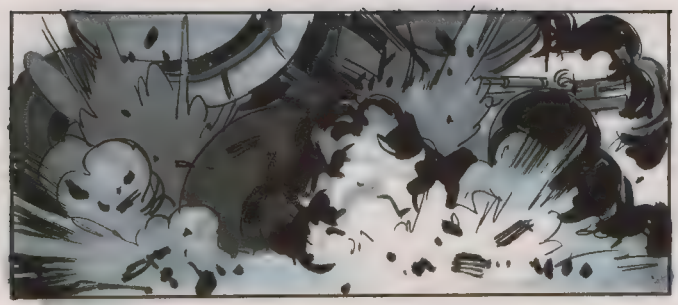
An armored "crawler" is lowered onto the battlefield. ∧ Damaggio

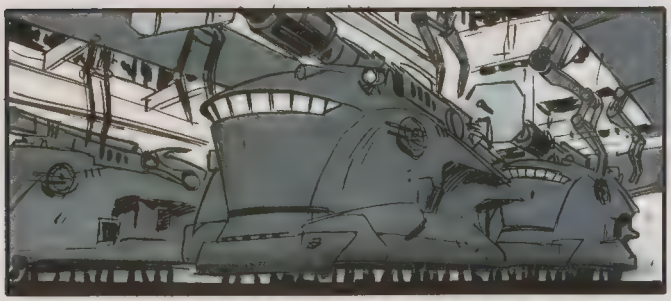
The crawler advances and the batt e rages Damaggio

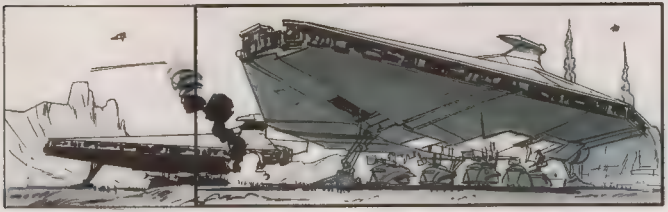
Bikers speed toward a spider droid .. Damaggio

and make use of a magnetic detonator Damaggio

Gunships blast a Techno Union ship. · Damaggio

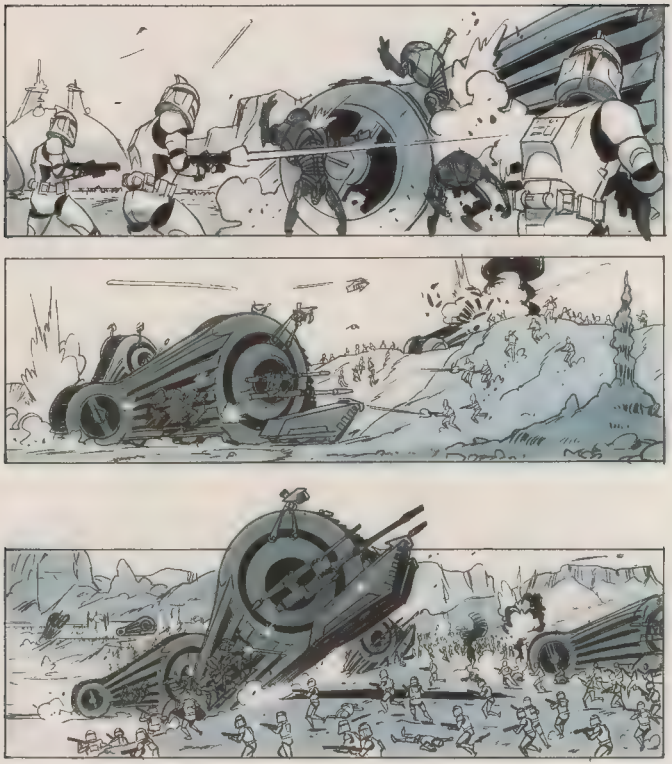




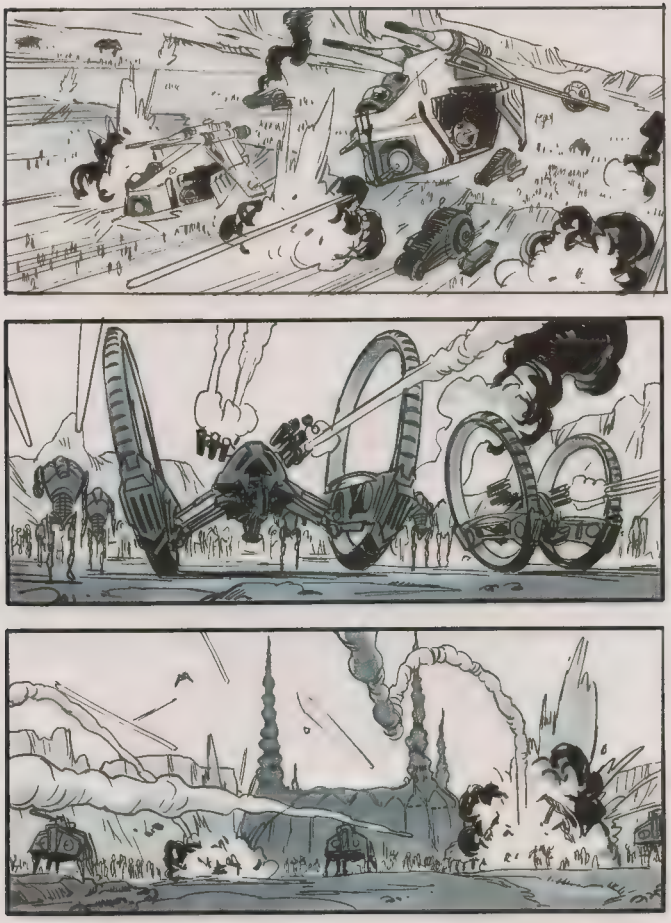


A transport unloads attack walkers Damaggio

Battleship cores start to lift off, a tank suddenly rises up from a hollow. ▪ Damaggio

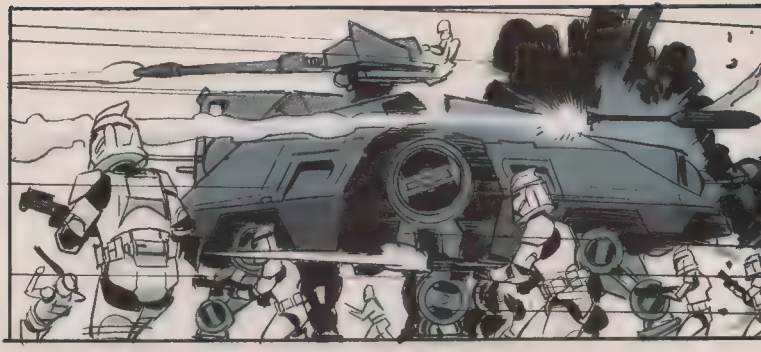


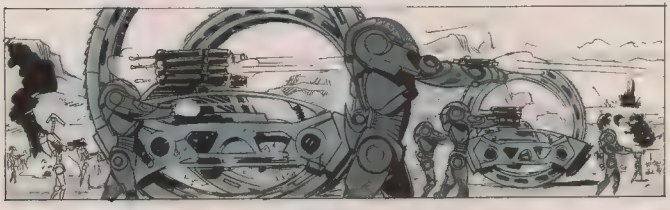
Super battle droids jump off the tank, but the troopers still advance. ▸ Damaggio



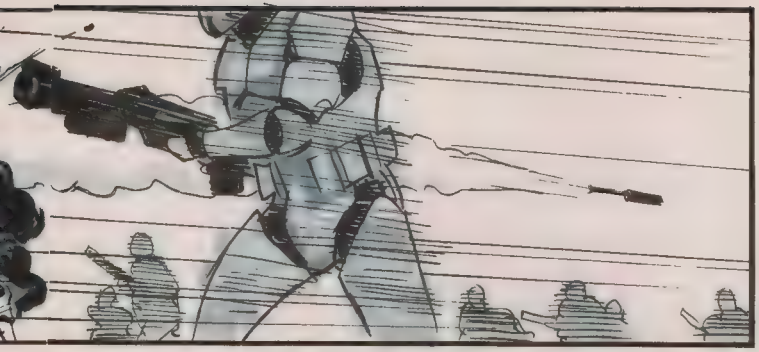
Droids fire missiles . . . Damaggio

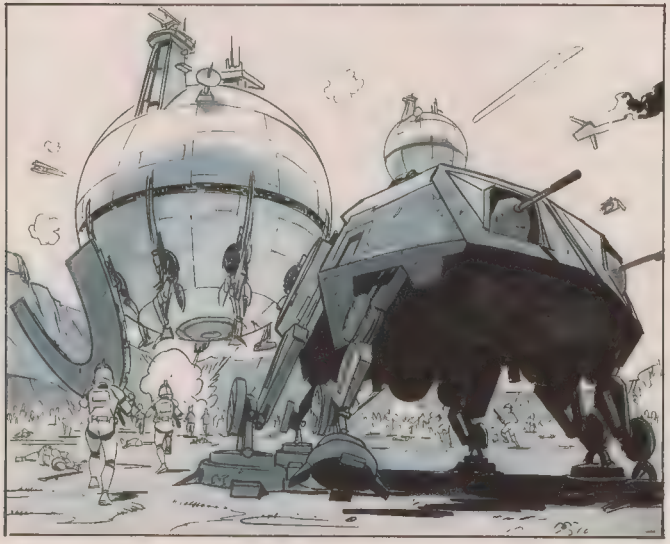
blasting troopers into the air Damaggio



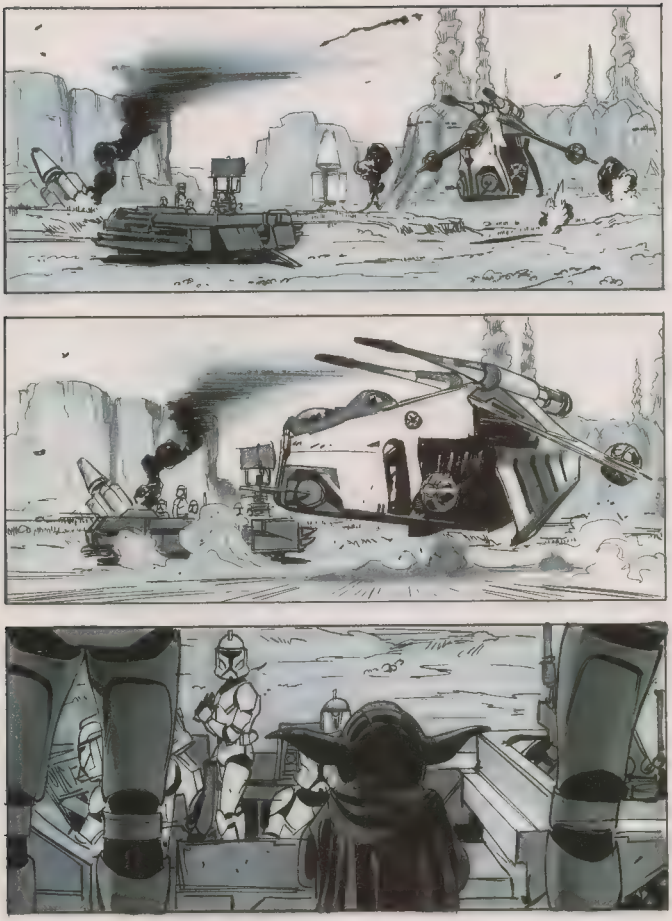


Missiles blast through the troops » Damaggio

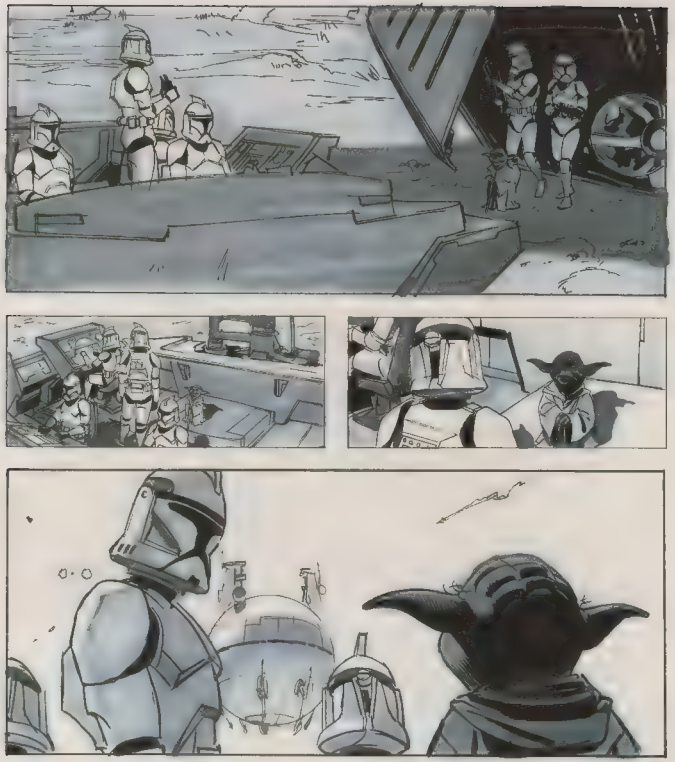




The Trade Federation battleship cores try to escape • Damaggio

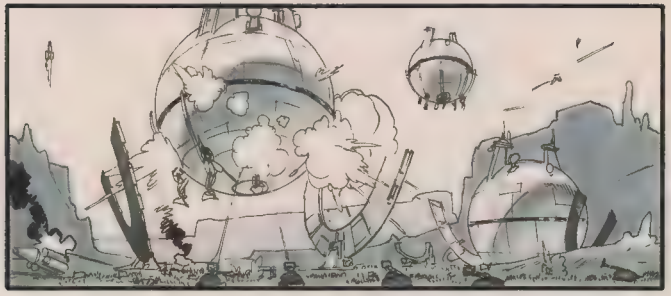


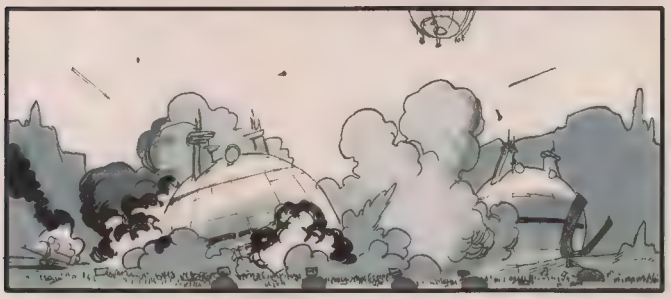
A gunship carrying Yoda pulls alongside the command center » Damaggio

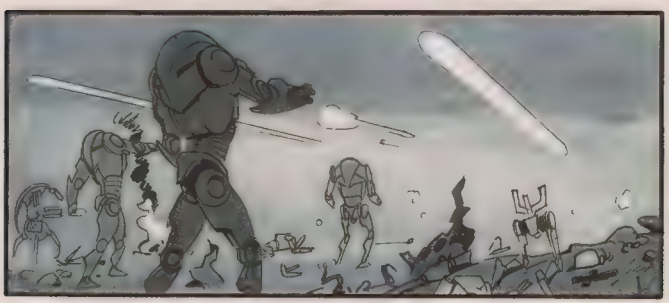


Yoda orders them to shoot down the Trade Federation core balls. ‹ Damageglo

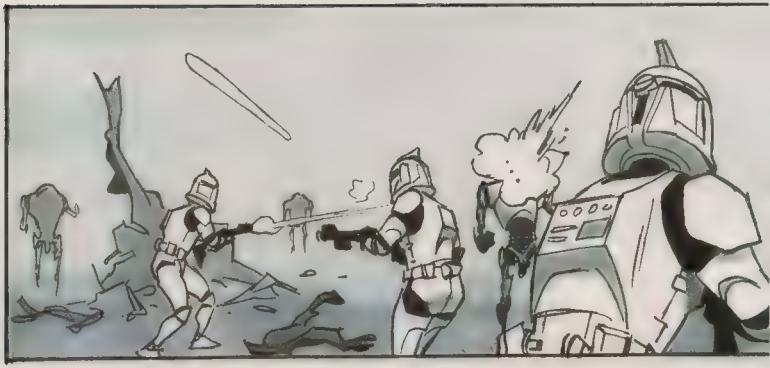
From the command bridge, the order is given for the walkers to fire on the core balls. » Damaggio

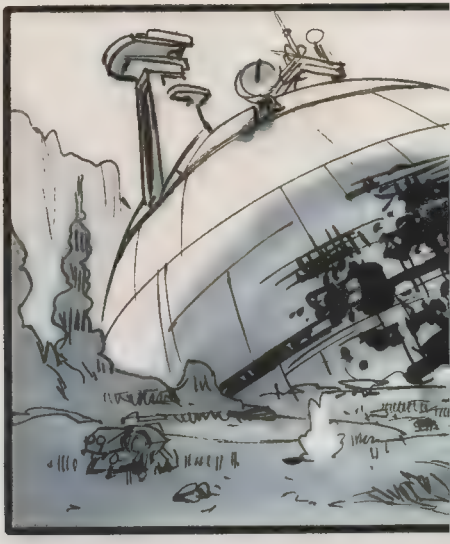


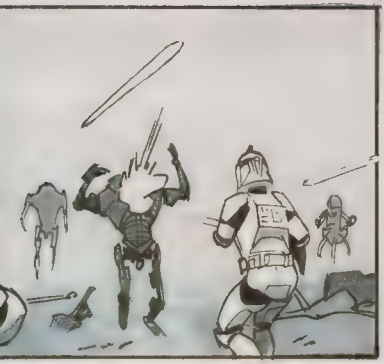




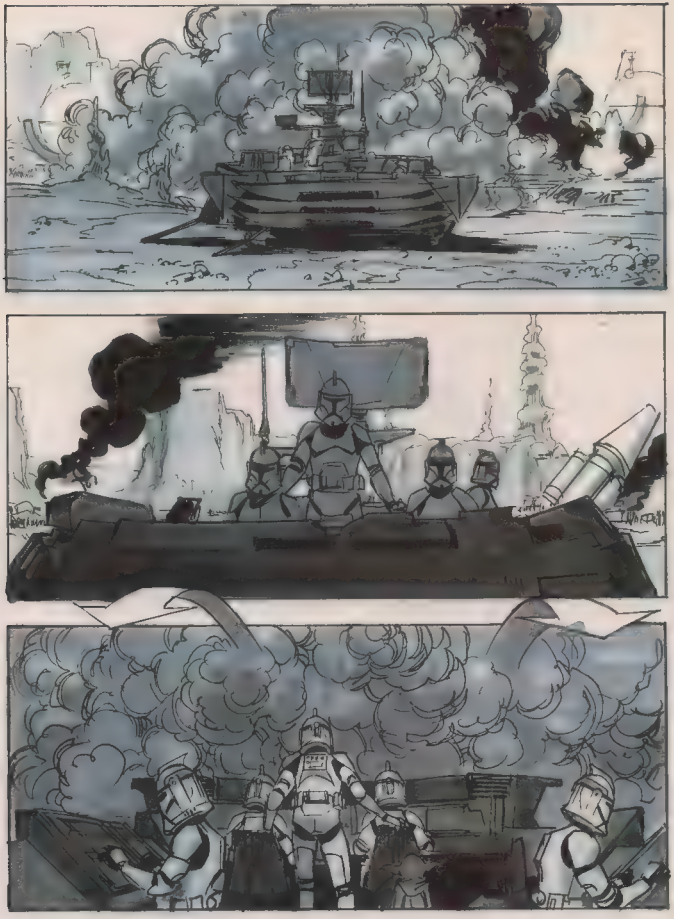
A core ball crashes down causing a huge dust cloud that disorients the droids. • Damaggio







Troopers pick off the droids. ← Damaggio



Shields on the command center protect it from the dust storm Damaged

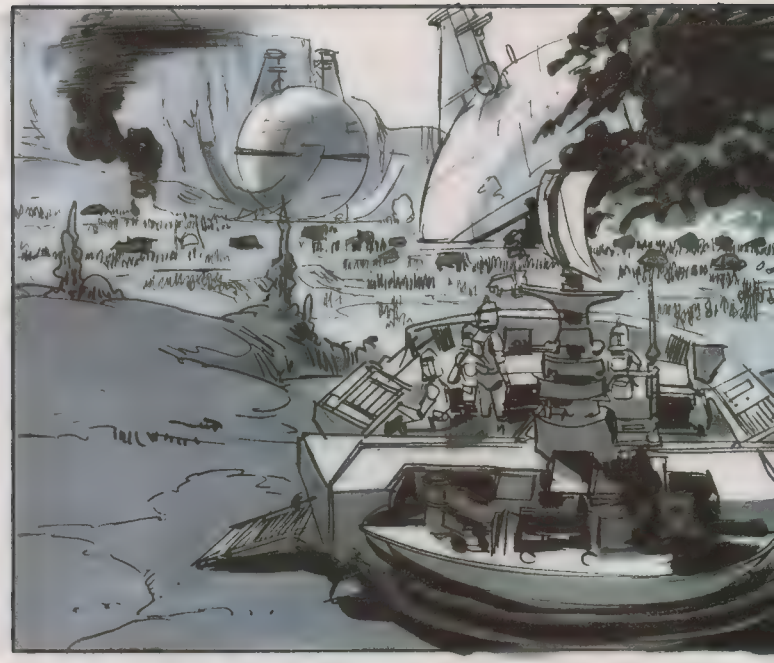
Troopers bring down winged Geonosians « Damaggio

A pilot in a gunship fires his side laser . » Damaged

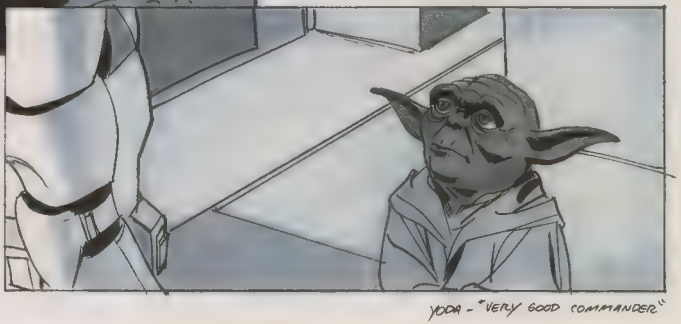
and decimates several super battle droids • Damaggio

Obi Wan's ship continues the battle . . . = Damaggio

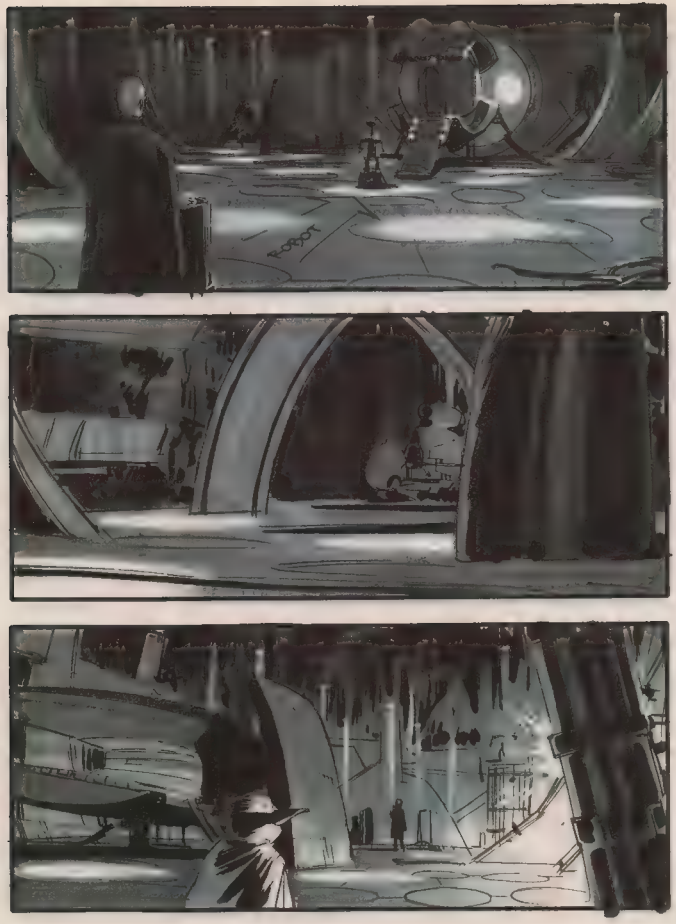
. blasting destroyer droids to bits - Damaggio



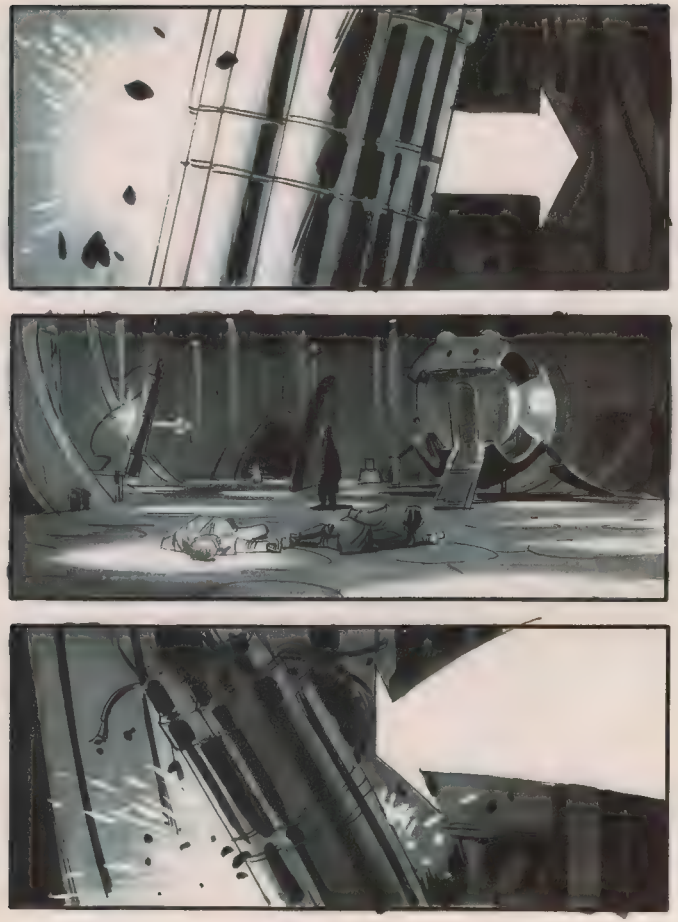
SHIELD ON COMMAND CENTER COMES DOWN



The battle is won so far Damaggio



Yoda enters a secret hangar to face Count Dooku. « Damaggio



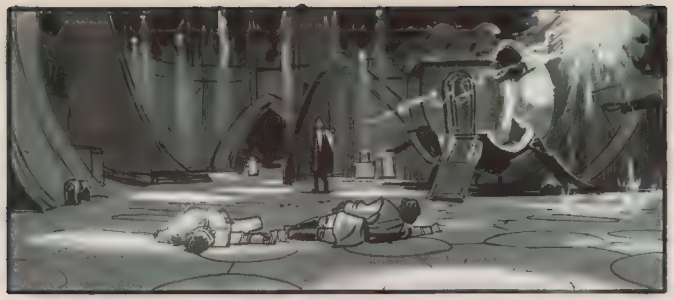
Dooku throws a column at the fallen Jedi (Obi-Wan and Anakin). » Damaggio

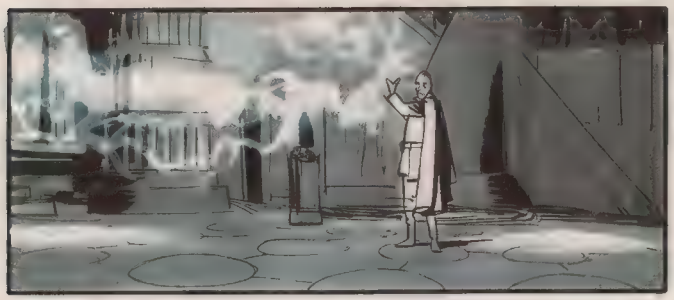
"[Producer] Rick [McCallum] asked me to storyboard a few shots that were missing after this scene had already been shot. Some of the panels here were based on the shot footage and, as I remember, they needed some indication for the energy blast visual effects and the positioning of Yoda and of Dooku's droid heading for his ship."

Rodolfo Damaggio

Dooku unleashes a lethal dose of Force lightning. • Damaggio

Yoda deflects the bolt back at Dooku . . » Damage o

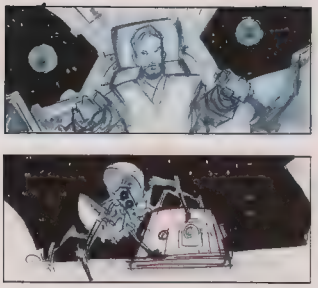




. who directs it into a wall. » Damaggio

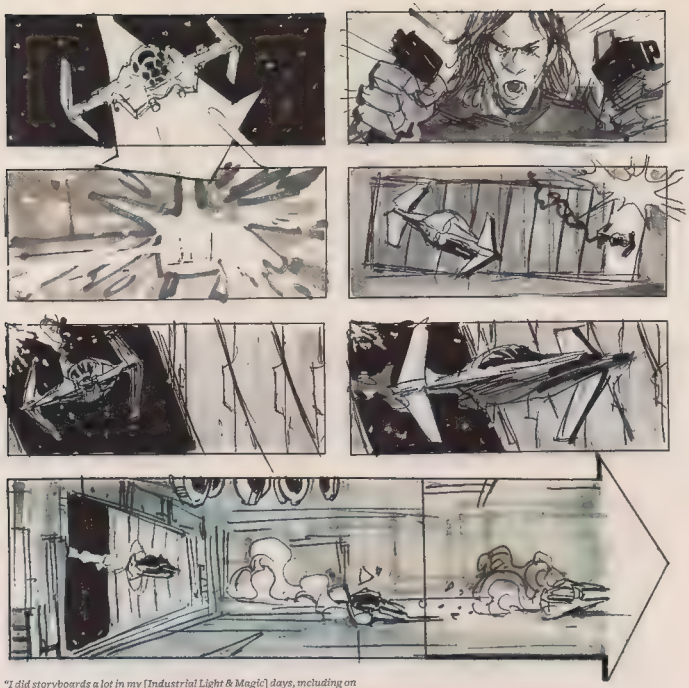
STAR WARS: EPISODE III

REVENGE OF THE SITH



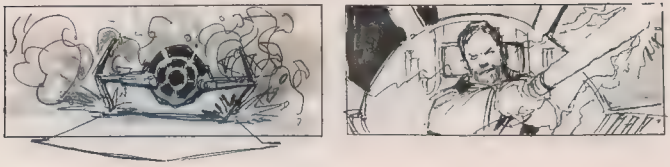
"George thought the R4 getting decapitated **[R2R]** *was one of the most disturbing things in the films."* **Derek Thompson**

Obi-Wan's starfighter is attacked by buzz droids, which battle the astromechs. » Derek Thompson



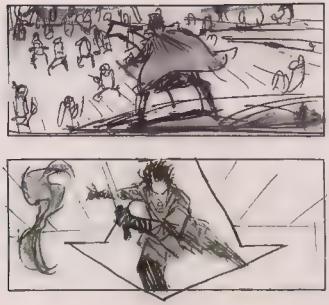
"I did storyboards a lot in my [Industrial Light & Magic] days, including on Frankenstein (an unrealized ILM project), and Iain was quite familiar with my work and my boards and was keen on having me involved. He was a fantastic advocate, and we're great friends. So in the beginning it was me and Iain and Sang Jun Lee."

Derek Thompson



The Jedi crash-land in the hangar of General Grievous's flagship. ◦ Thompson **R1, R5R**; McCaig **R2:4, R5L**

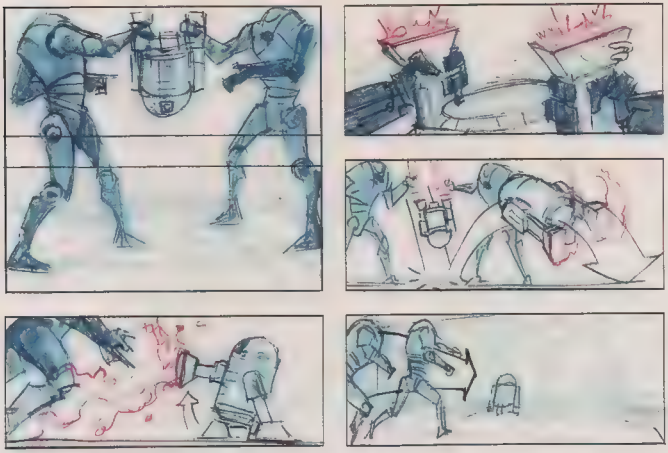
Battle droids attack the Jedi—and are destroyed » McCaig R1:4, R5L, R6L; Thompson R5R, R6R



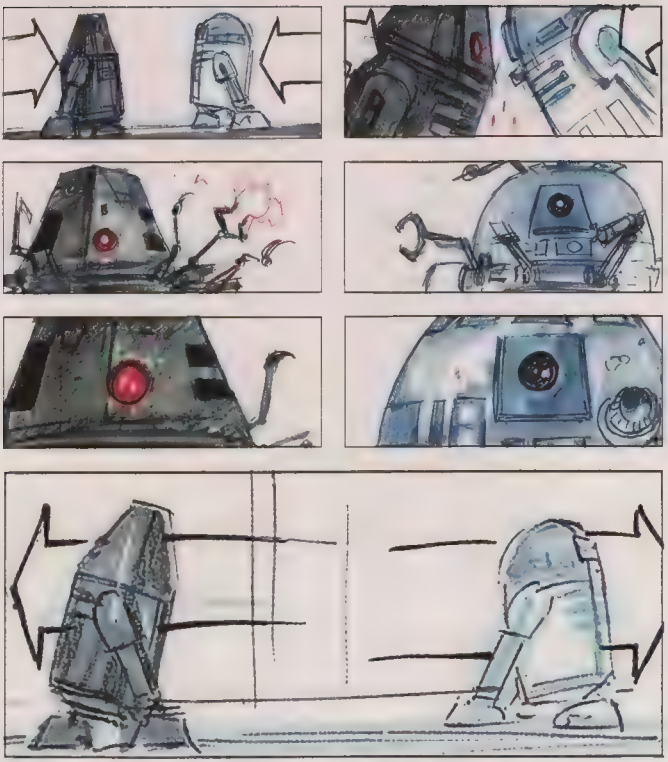
Anakin slices up droids. » McCaig R1 Thompson R2

"Sometimes Derek and my storytelling styles are so similar that I have difficulty telling who drew what. This portion features both of our work, but, to me, it looks like the work of a single hand."

Iain McCaig



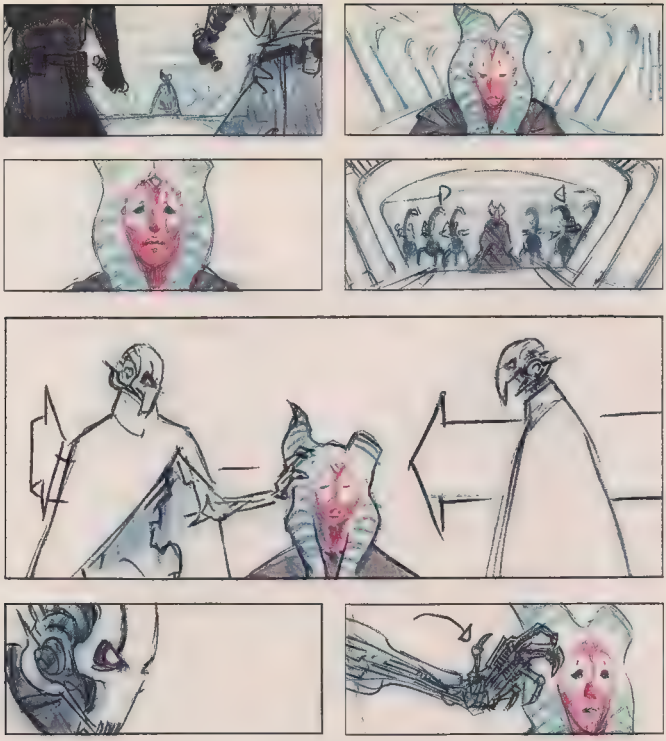
R2 vanquishes two bullying super battle droids » Thompson



"We had an outline, we knew it as an Indiana Jones*–style thing on a spaceship; we knew that Obi-Wan was going to confront Grievous, and there would be a big crash landing on Coruscant. Beyond that, the ideas came out of the storyboarding process."*

Derek Thompson

R2 has a battle of nerves with a bad-guy droid ▪ Thompson



"We would come up with ideas that would define character. Grievous, for example: 'How do we establish that this guy is the scariest guy in the world? What if he kills a Jedi?' So we added this whole thing with Shaak Ti getting killed."

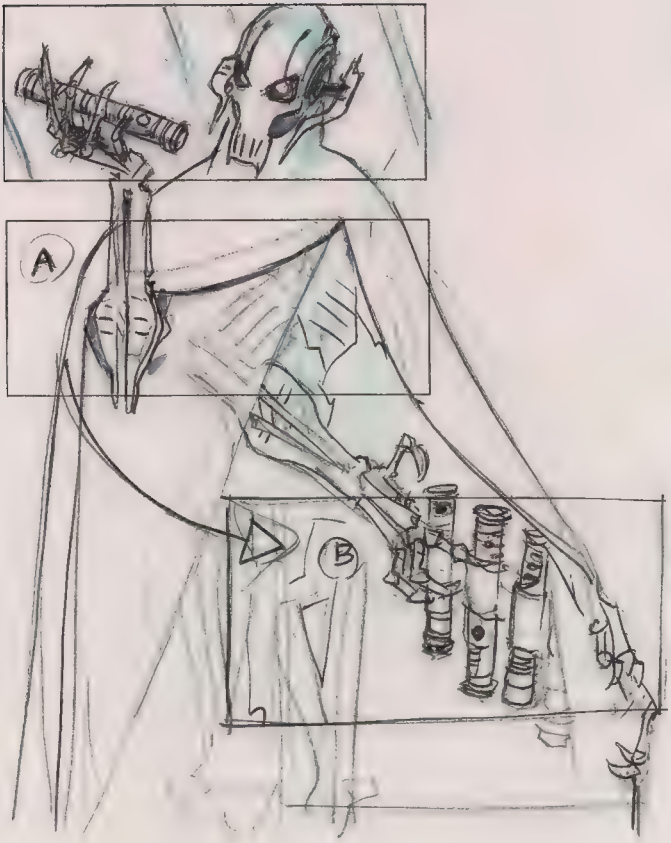
Derek Thompson

General Grievous shows the jedi that Shaak Ti is at his mercy • Thompson

"Killing Shaak Ti is an idea Derek and I came up with on our first days on Episode III. It seemed that if General Grievous was going to be scary, he should do something scary right off the bat. I still howl 'Nooooooooooo!' every time I remember that this scene was cut."

Iain McCaig

Grievous executes Shaak Ti. » Thompson



Grievous adds Shaak Ti's lightsaber to his collection ~ Thompson

"We wanted to have the introduction to Grievous be a series of really close shots that would be a series of details: his creepy foot, his creepy hand, his scary alien eyes — but George brought up an interesting point. He didn't want the film to concentrate on one design detail or one element — but rather let the world be there and let the viewer find those things without necessarily having it shoved in their face."

Derek Thompson

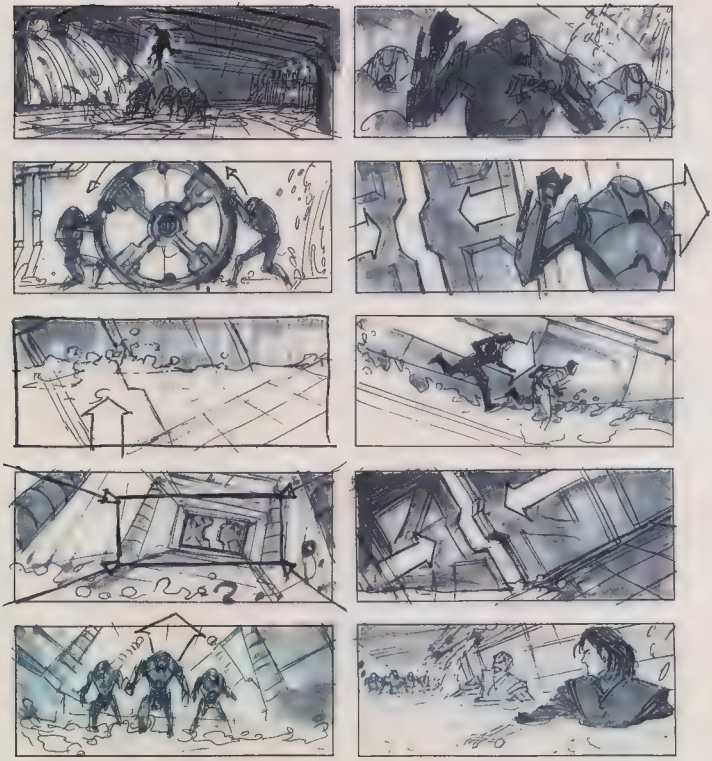
"This was the first time I heard George talk about his 'style'. We were going to board this in a series of close ups, revealing first a metal foot, then a pincer hand, then Grievous's cold mask of a face. George nixed the idea, saying 'I don't want something to be special because of how it's filmed, but because of what it is. Just put the camera on it and let it play out in front of the audience. If it's amazing, they'll know.'"

Iain McCaig

Grievous approaches the surrounded Jedi heroes — Thompson (RSL by McCaig) (with contributions from Sang Jun Lee)

Anakin flashes secret signals to Obi-Wan as the droids close in ◦ Thompson **R1, R2R, R3L, R4:5**; McCaig **R2L, R3R** (with contributions from Lee)

Taking advantage of an explosion aboard the ship, the Jedi cut a hole in the floor and vanish. • McCalig R1 Thompson R2:5

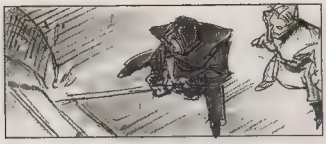


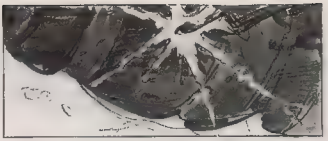
"Iain, Jun, and I had a great first meeting with editor Ben Burtt and just started hammering it out. The early boards were done very crudely to cover a huge amount of action, so we were all drawing in rudimentary form 'beats': key moments that would cover the action. Then we would subdivide the sequences into eight or ten scenes and then assign them out to one of us to flesh out, play up the drama, add more frames."

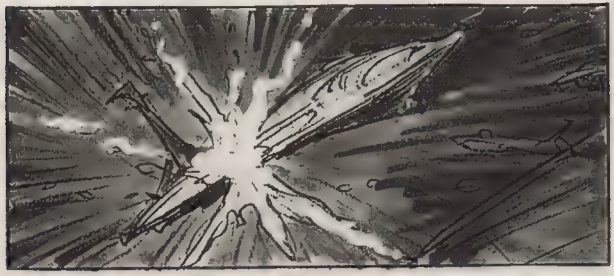
Derek Thompson

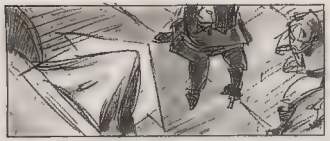
Super battle droids release liquid fuel to drown the Jedi and then pursue them. » Thompson

Anakin finds a way out • Thompson **R1L, R2R, R3:5,** McCaig **R1R, R2L** (with contributions from Lee)





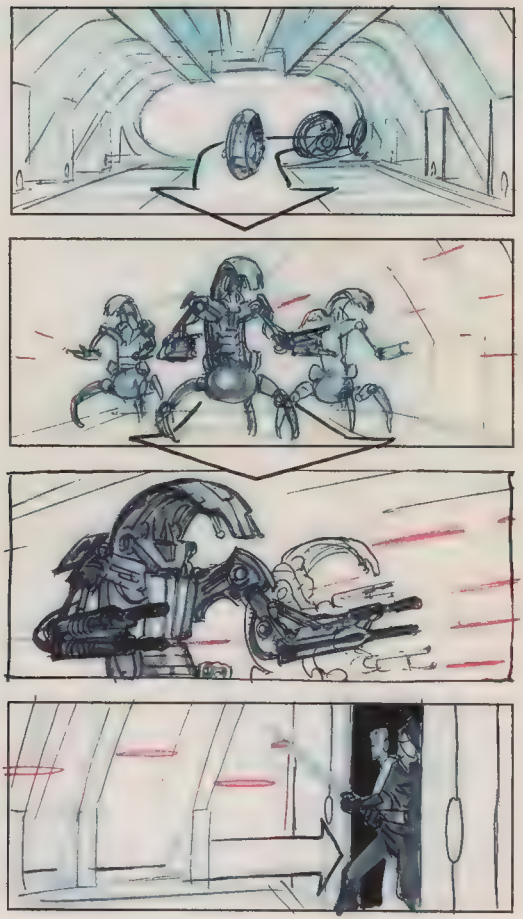




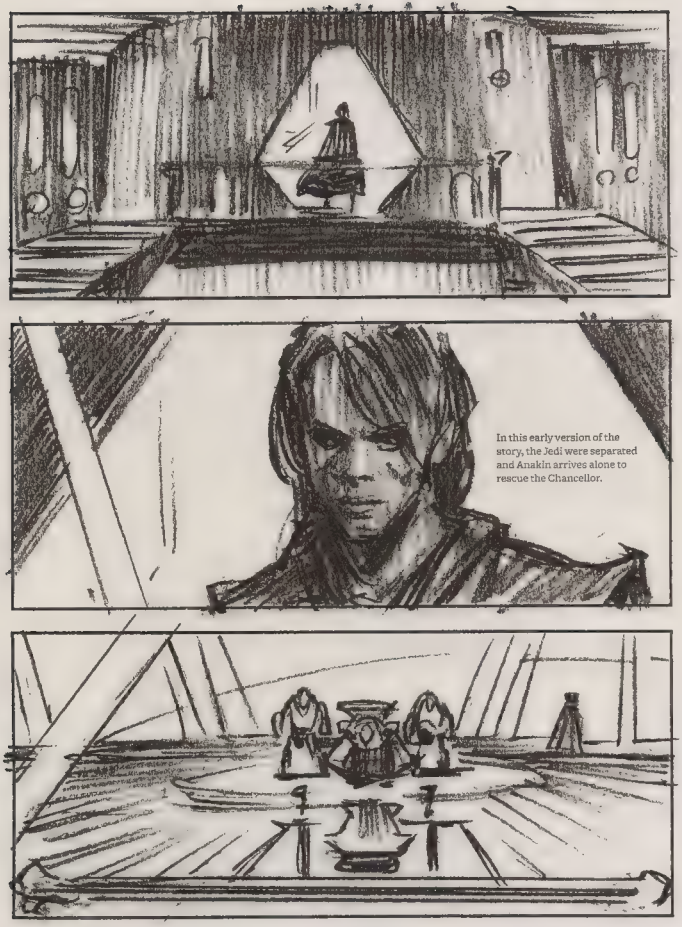
Anakin seals shut the hatch, the subsequent fuel ignition and explosion pulverizes the droids. ◦ McCaig

"We wanted things to get more and more dangerous from the moment Obi-Wan and Anakin land in the Sepa ratist ship: battle droids, then super battle droids, then destroyer droids"

Derek Thompson



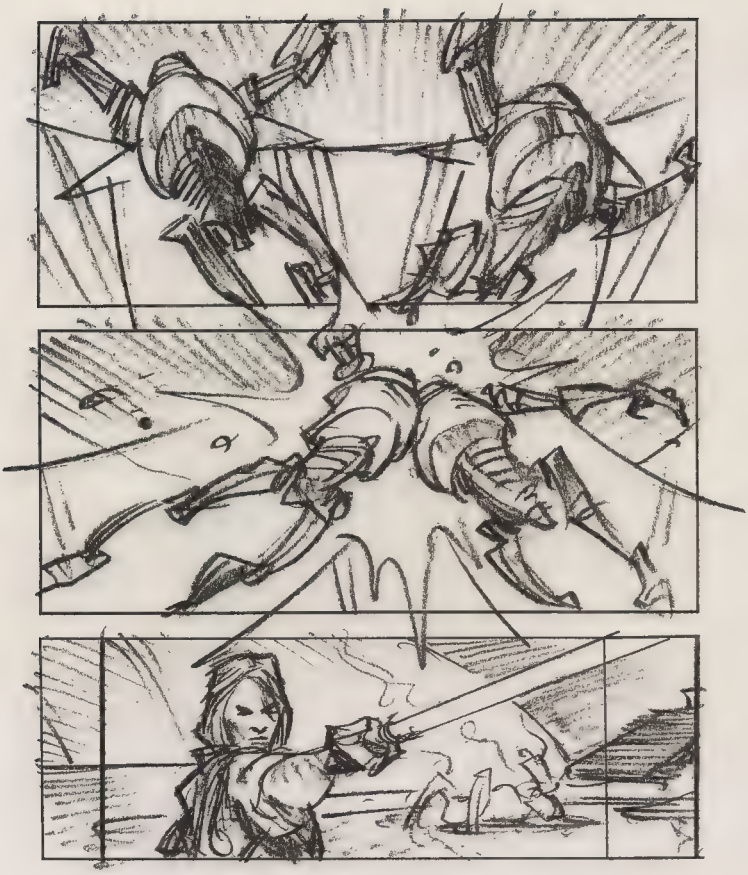
Droidekas arrive as the Jedi board an elevator • Thompson



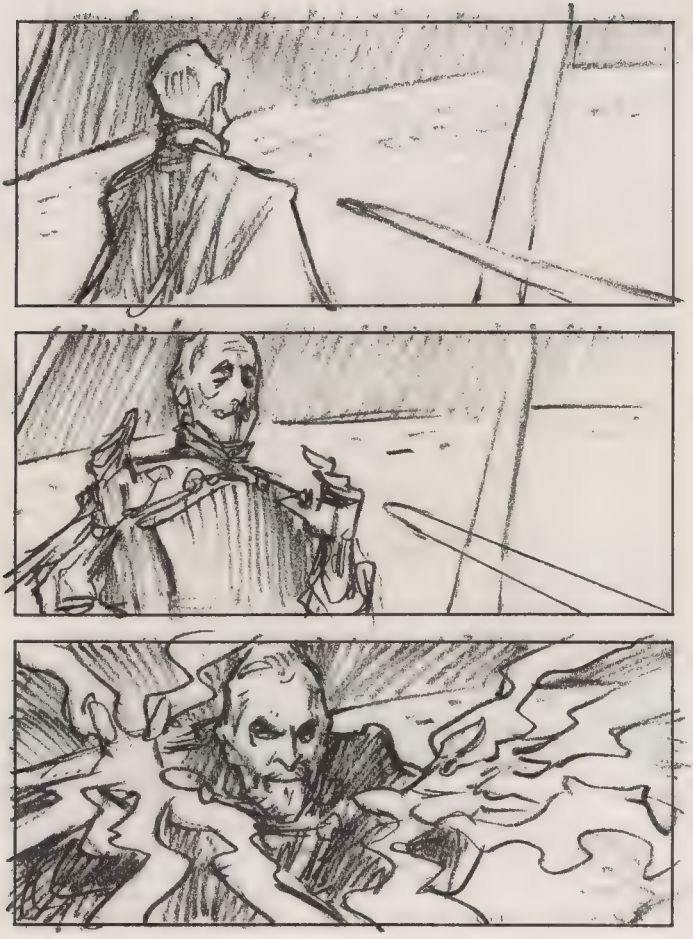
In this early version of the story, the Jedi were separated and Anakin arrives alone to rescue the Chancellor.

Anakin arrives to find the Emperor in stocks » McCaig

Anakin uses the Force on the droid guards ▵ McCaig

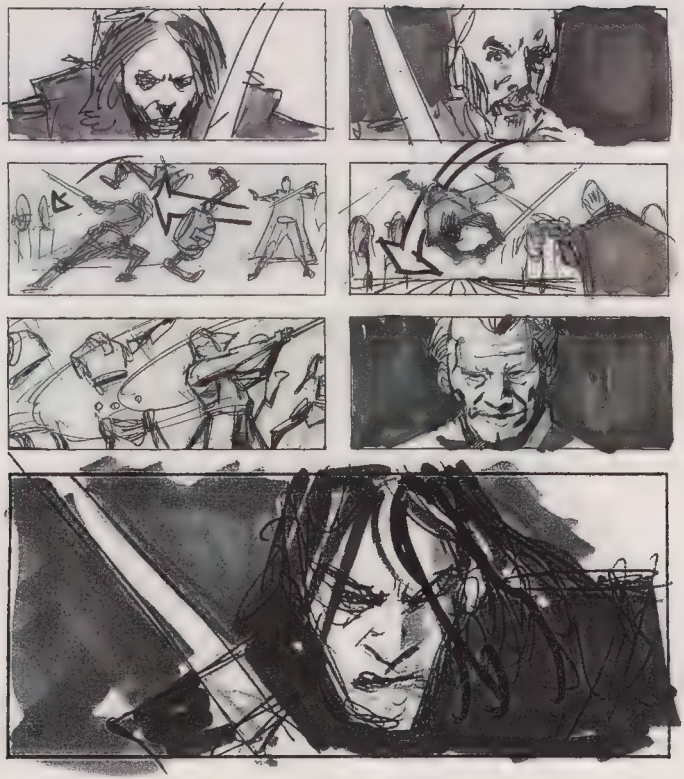


The droids are dispatched » McCaig



Count Dooku feigns surrender and then blasts Anakin. • McCaig

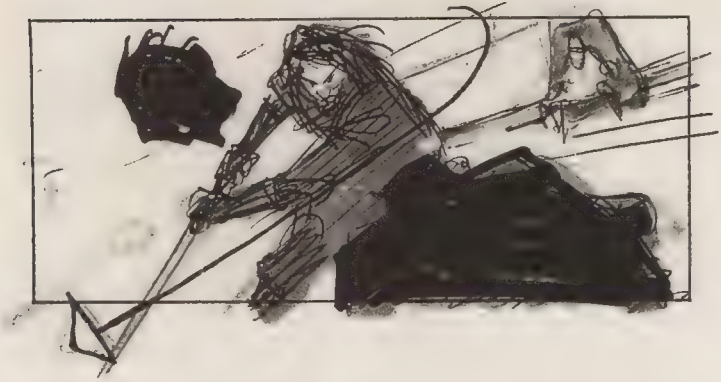
Anakin slices the droids and engages Dooku (scene variation). · Thompson



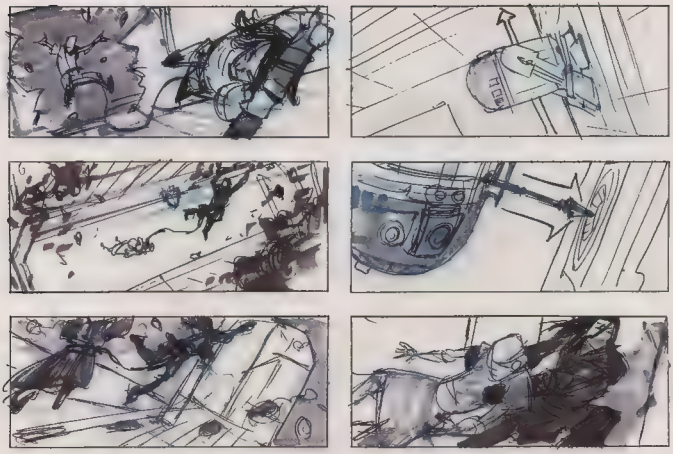
The Chancellor/Darth Sidious enjoys the duel. – McCaig **R1**; Thompson **R2:4** (with contributions from Lee)

Anakin slices off Dooku s hands. « Thompson (and McCalg)

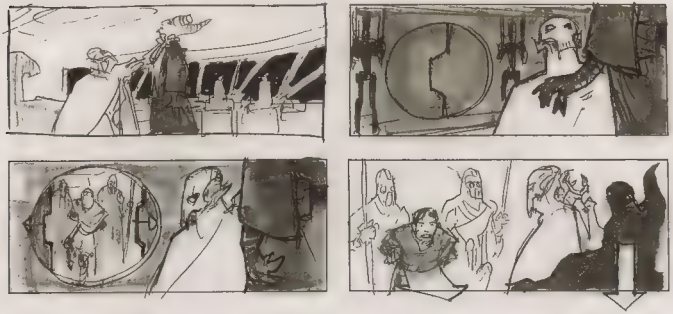
Artists—in this case, McCaig—would often write notes next to thumbnail drawings that sometimes were pasted on the storyboard sheets.



Anakin at the urging of the Chancellor, beheads Dooku. » Thompson R1L, R3, McCaig R1R, R2



With the ship rolling, R2 helps control the environment so that Anakin can pull the Chancellor, who is tethered to him, to safety. • Thompson



As stated, in early versions of the story, Anakin and Obi-Wan are separated when they board the flagship, leaving the latter to face Grievous alone.

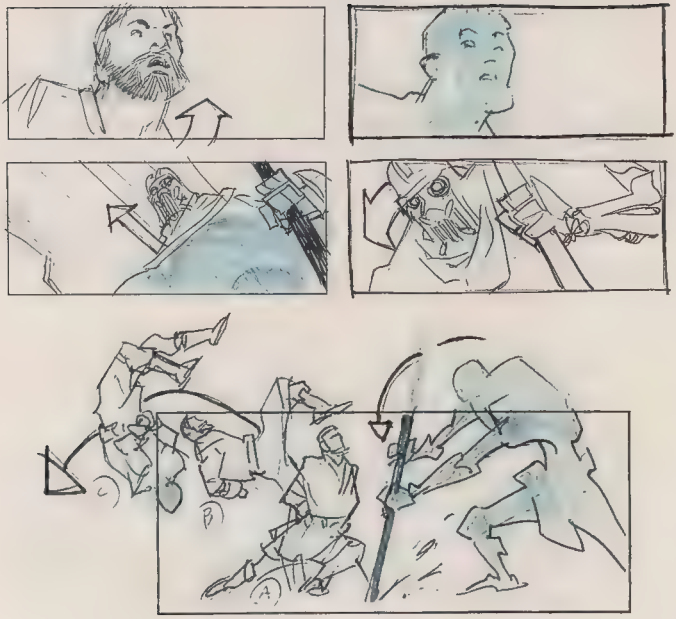
Grievous snaps the neck of Shaak Ti as Obi-Wan is led in, a prisoner (scene variation). • Thompson (with contributions from Lee)

Grievous sits and examines Obi-Wan's lightsaber; MagnaGuards jolt the Jedi » Thompson

"Nothing we drew was precious; it was about shaping the scenes. George thinks very editorially. Screen direction was a big thing. And, naturally, he'd come in with story points, too, and we would expand on certain business."

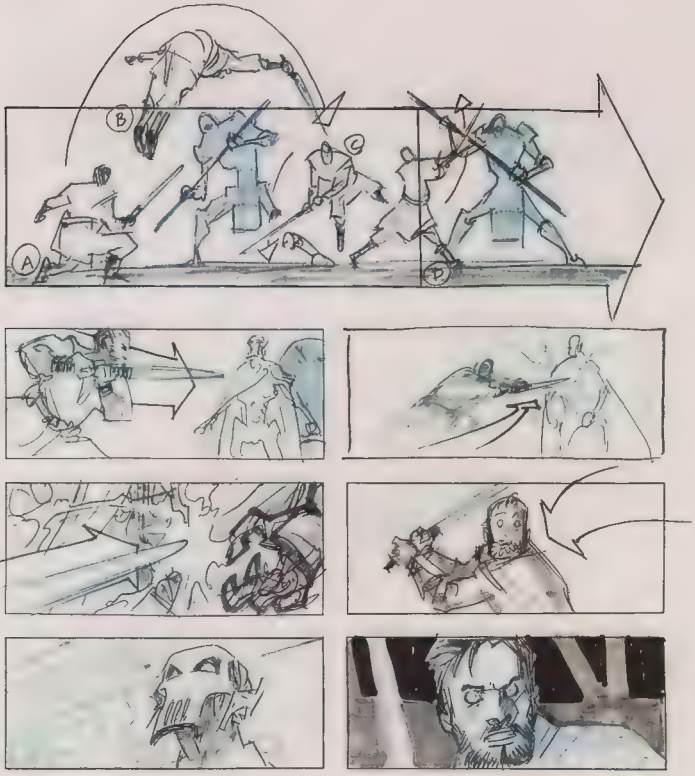
Derek Thompson

Grievous chokes and throws Obi Wan » Thompson

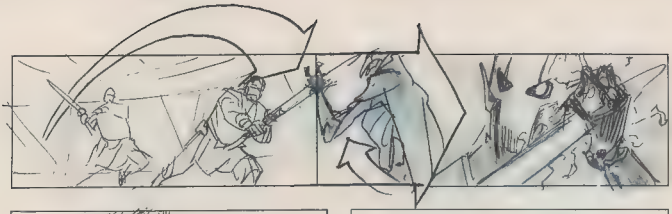


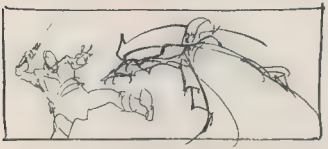
Kenobi evades a MagnaGuard » Thompson

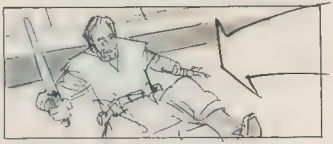
Using the Force, Obi-Wan summons his lightsaber » Thompson R1:3, R4L, R6 McCaig R4R, R5



Kenobi slashes at Grievous, but the general's body is impervious to lightsabers. » Thompson





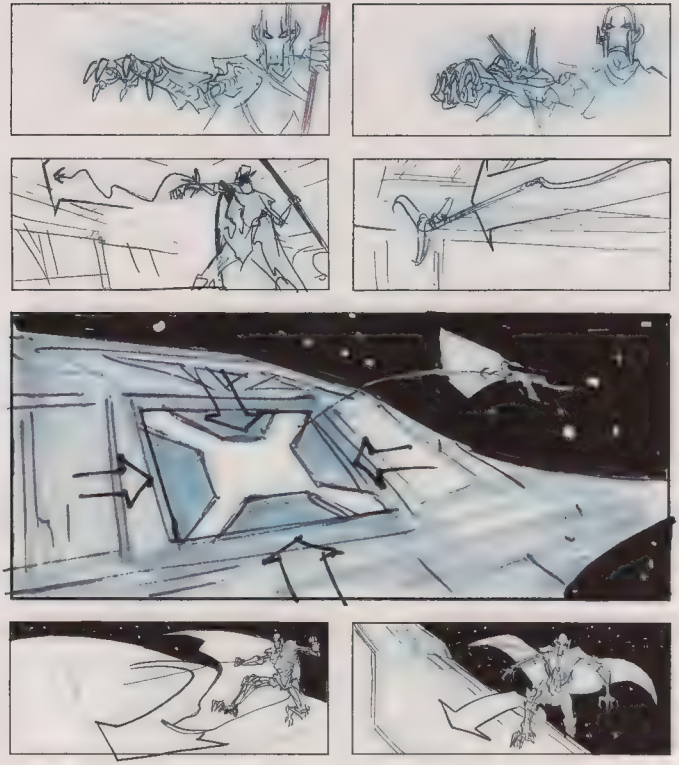


PILOT
SIR, WE ARE FALLING OUT OF ORBIT.
ALL AFT CONTROL CELLS ARE DEAD.

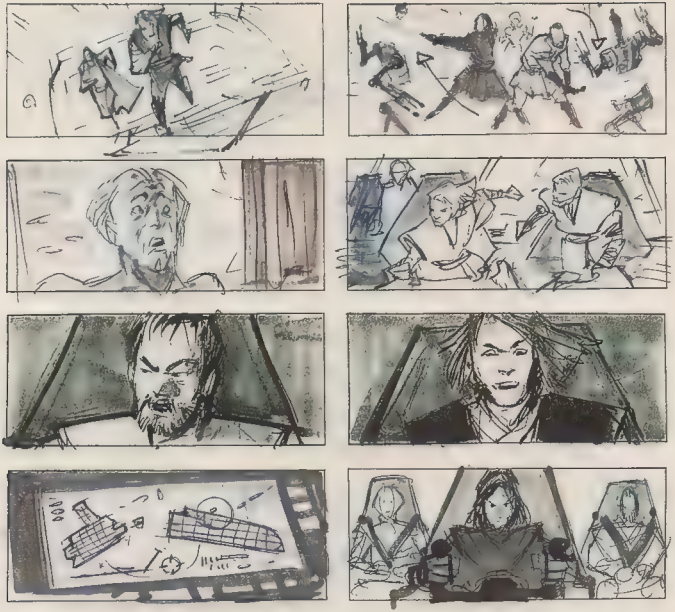
GRIEVOUS
ORDER ALL TROOPS TO MAGNETIZE.
WE'RE IN FOR A ROUGH RIDE.

Grievous is able to hold Kenobi's lightsaber in his hand, the ship rolls . . . » Thompson

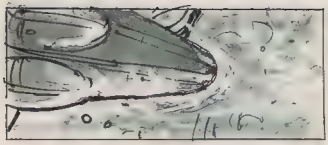
Droids fire en masse at Kenobi. » McCaig/Thompson (with contributions from Lee)

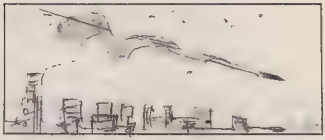


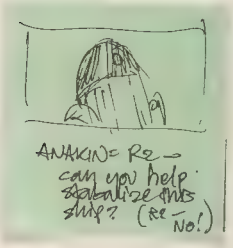
Grievous retreats to the outer hull of the ship. ← Thompson

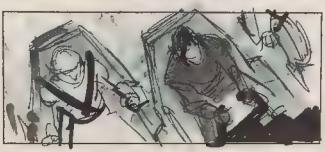


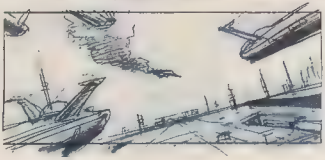
The flagship splits in half as Anakin tries to pilot it. » Thompson (with contributions from Lee)







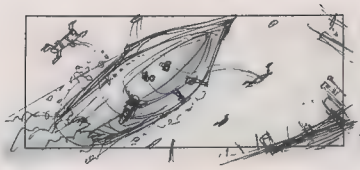


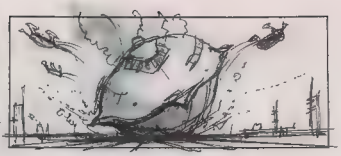


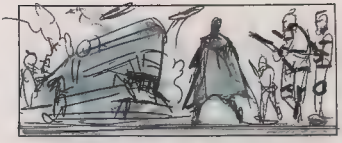
"For the first four to six weeks, we were working at the center table and turned it into a tornado of Post-its, cutting and pasting, using Sharpies. Every week Ben Burtt would come up from editorial [in the basement of the main house on Skywalker Ranch, the artists were in the attic]. And slowly we got George comfortable looking at the boards. Ben was a great, because he could see what we were excited about and then he'd bring those ideas to George in a way that would get George more likely to approve [them]."

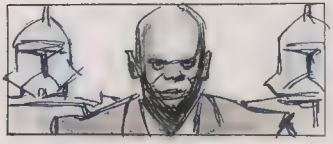
Derek Thompson

This ship heads for a crash-landing ↘ Thompson **(except note and R2 thumbnail by McCaig)**

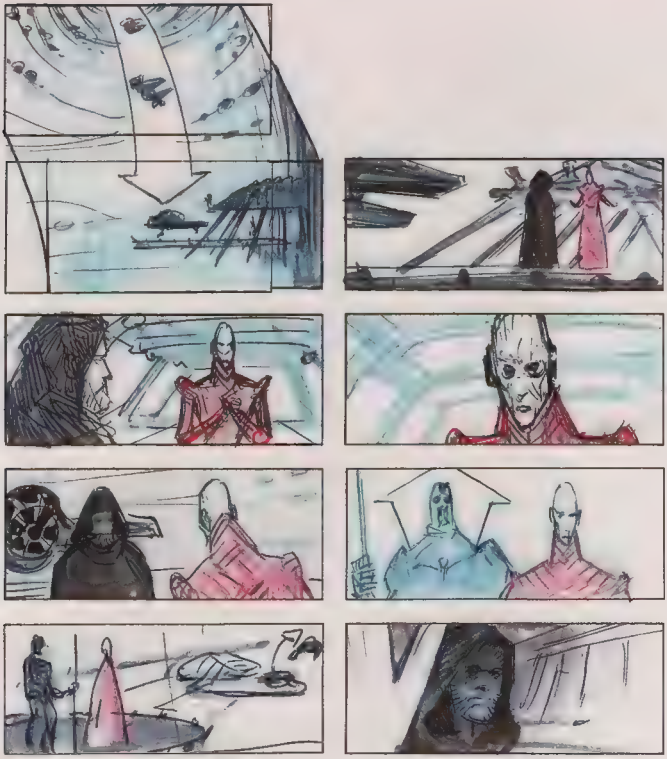




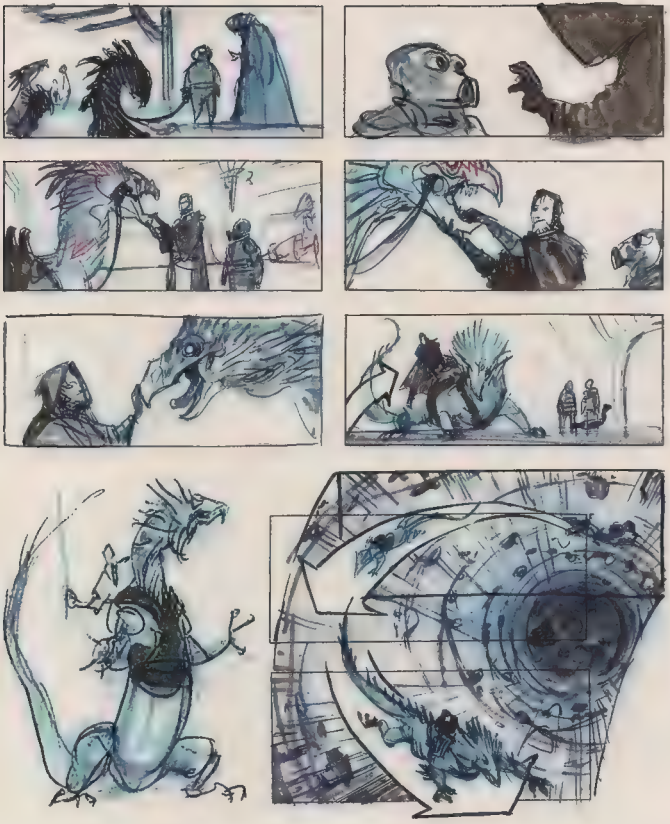




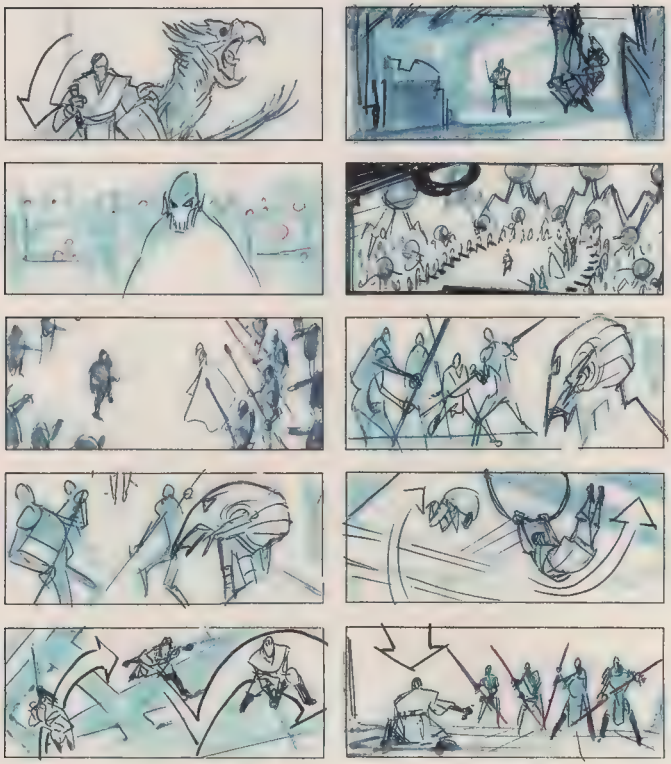
The ship comes to a grinding halt in front of Mace Windu. ▫ Thompson **R1, R2R**, McCaig **R2L, R3:5**



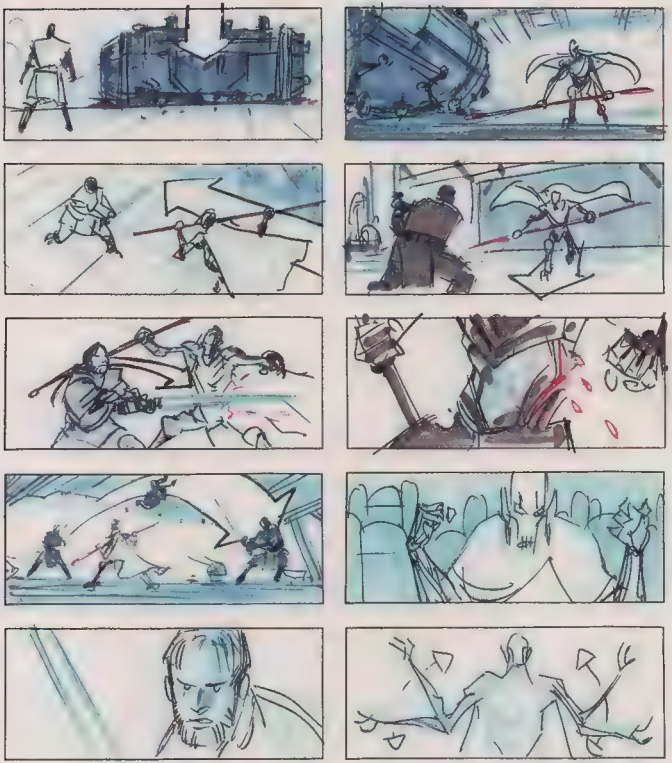
Obi-Wan lands on the planet Utapau and is greeted by one of its leaders. • Thompson



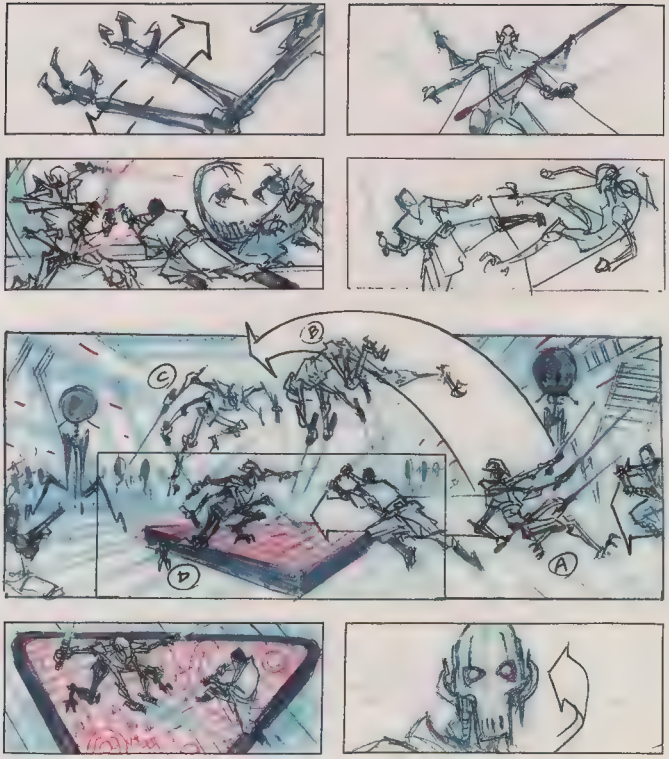
Kenobi uses the Force to choose his mount, a native giant lizard named Boga Thompson



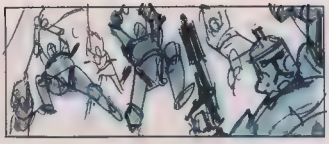
Kenobi faces Grievous again • Thompson

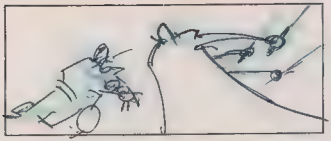
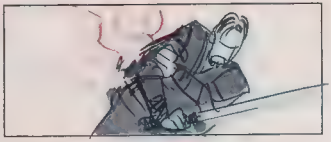
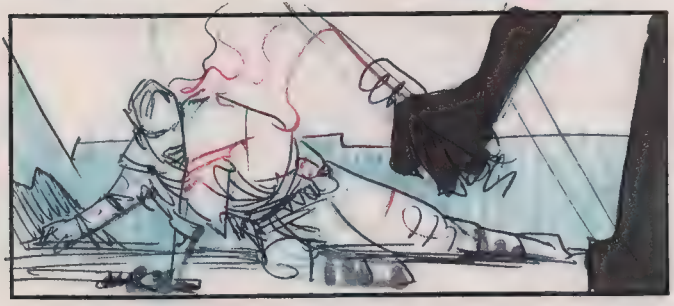


This time, Kenobi wounds Grievous, who then reveals two hidden arms. – Thompson



One lightsaber versus four lightsabers, as they duel. • Thompson

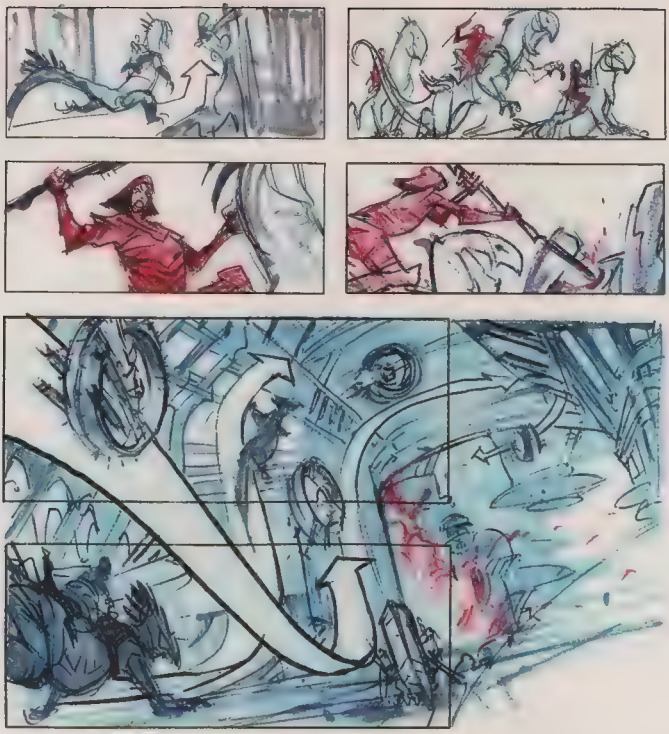


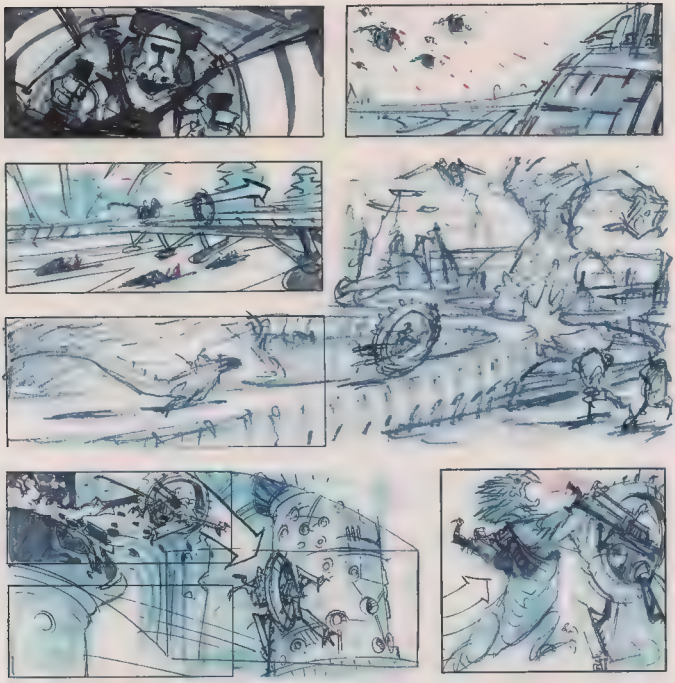
Clone troopers arrive and Kenobi is wounded - McCalg R1;2- Thompson R3:4

Obi-Wan whistles for his steed and pursues Grievous on his wheel bike. » Thompson

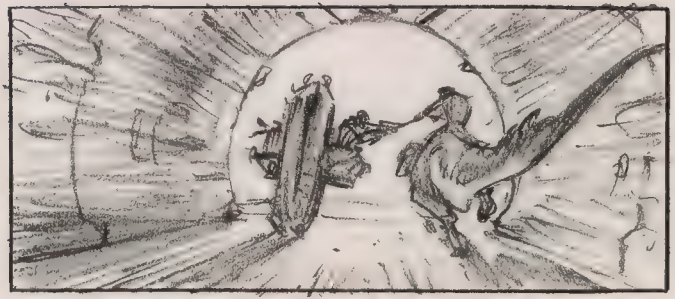
Troopers on hang gliders attack - Thompson

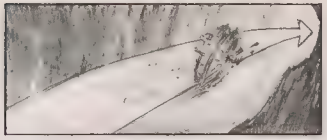


Kenobi pursues Grievous through the tunnels of Utapau » Thompson

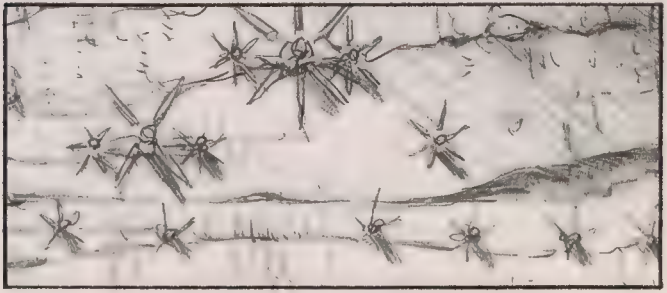


Kenobi gains on Grievous. « Thompson R1, R2L, R4· McCaig R2R, R3

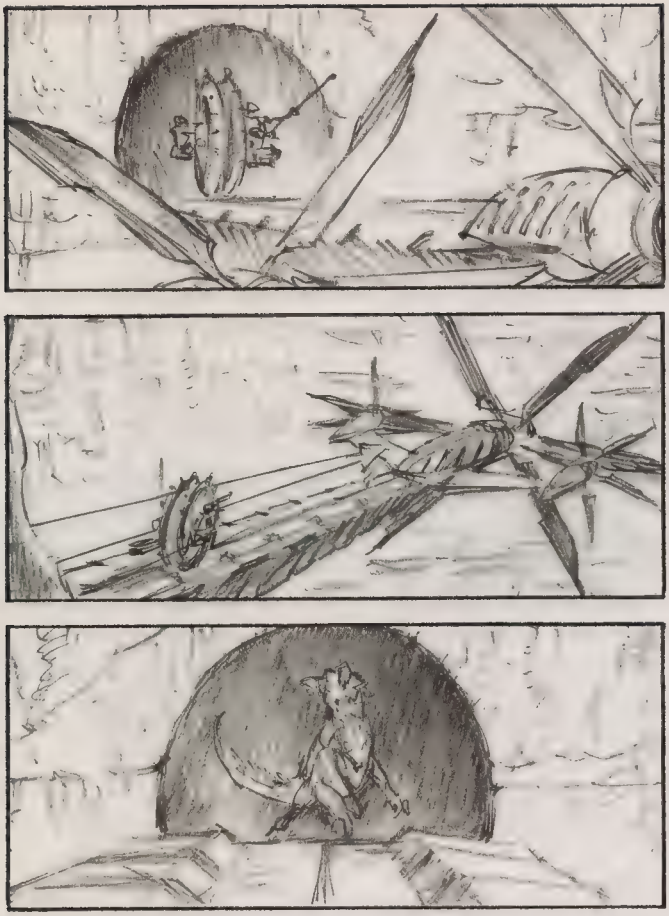




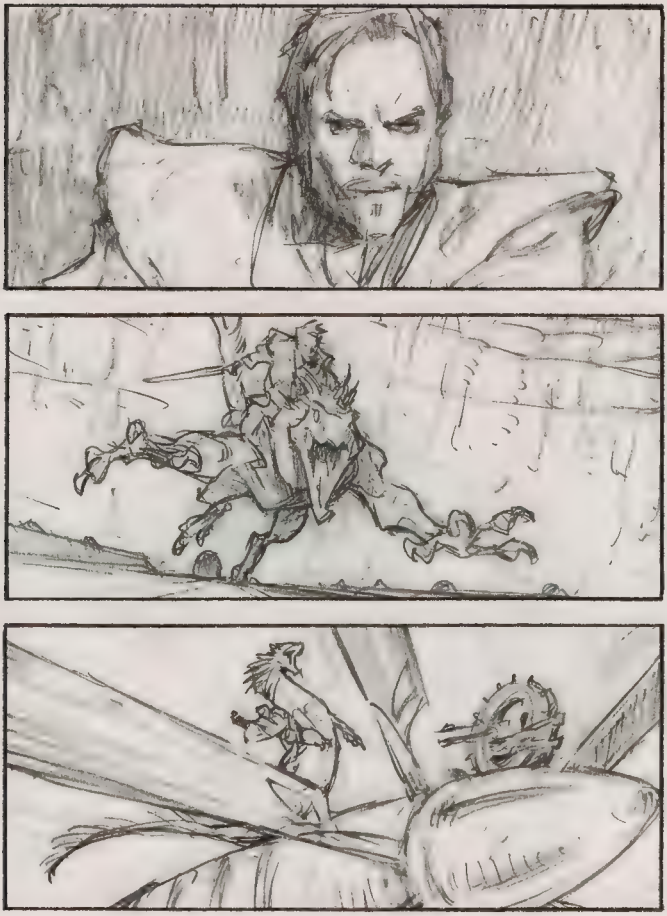
"I was driving to LA and cruised by hillsides full of windmills, their blades spinning like the sinister gears of a giant clock. It seemed to me that it would be an extraordinary place to have a chase scene and what better than the Obi-Wan/Grievous chase scene on Utapau? Another idea that didn't make it to the final cut."
Iain McCaig



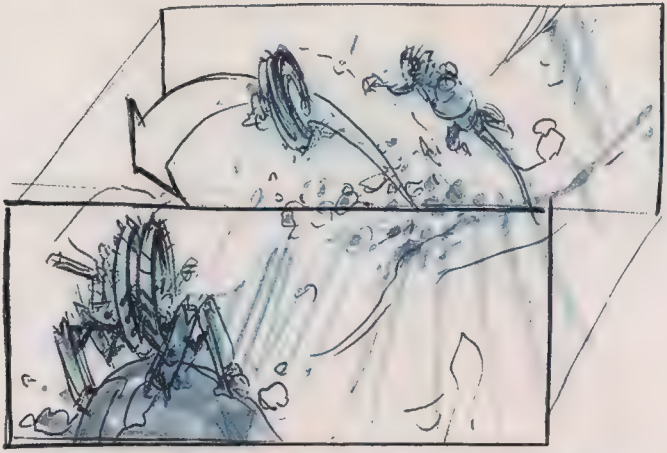
Kenobi and Grievous emerge on a cliff face dotted with enormous fans. » McCaig

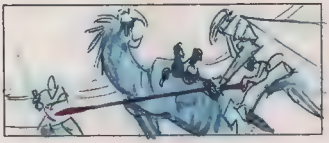


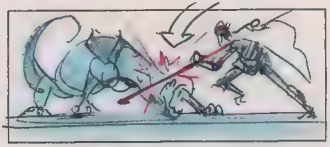
Kenobi has cornered Grievous. » McCaig



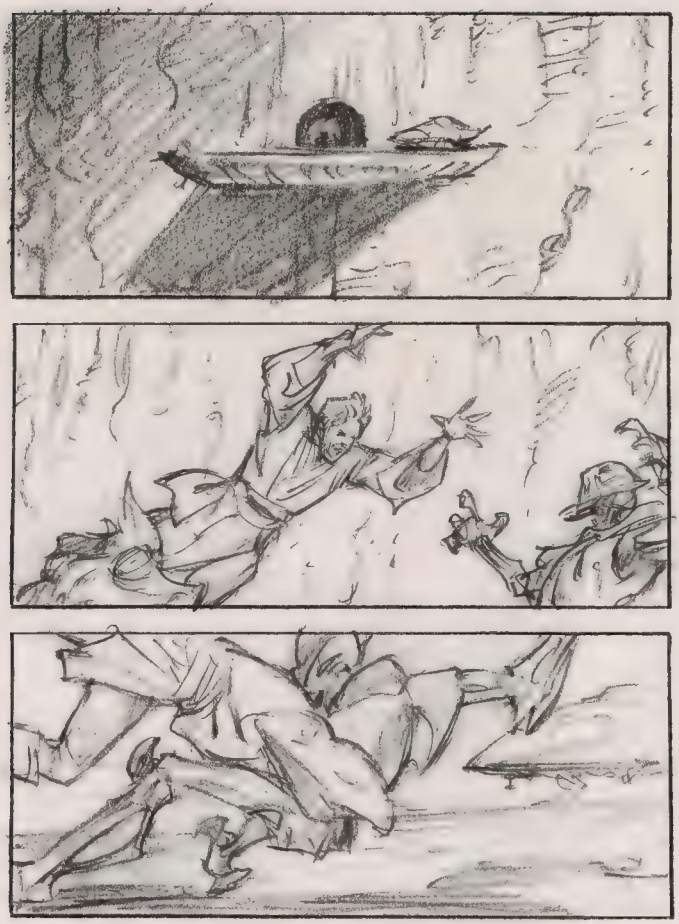
They battle on a propeller-like fan. – McCaig





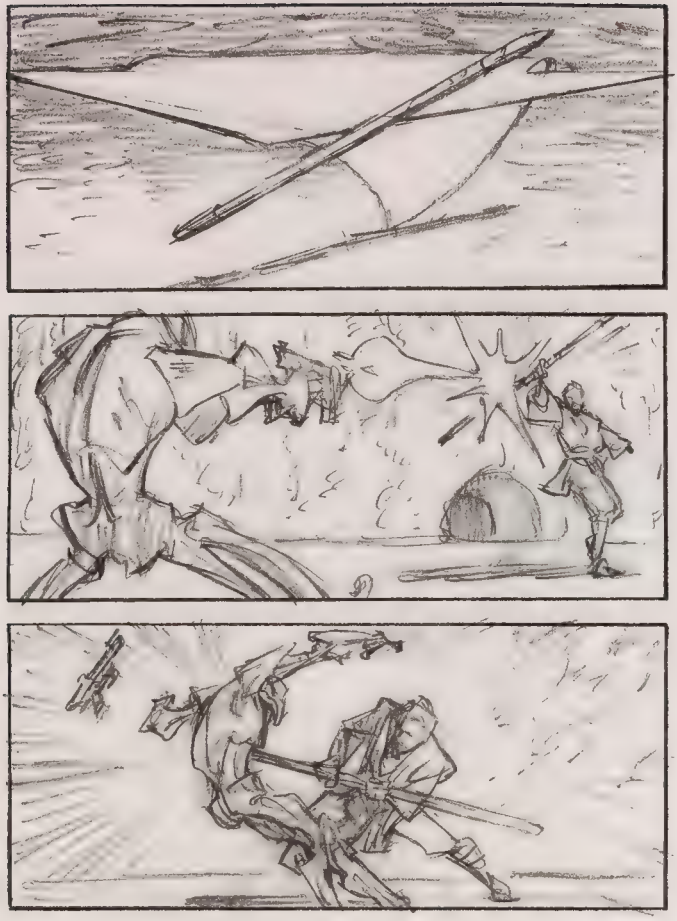


They jump from propeller head to propeller head → McCaig R1: Thompson R2:4

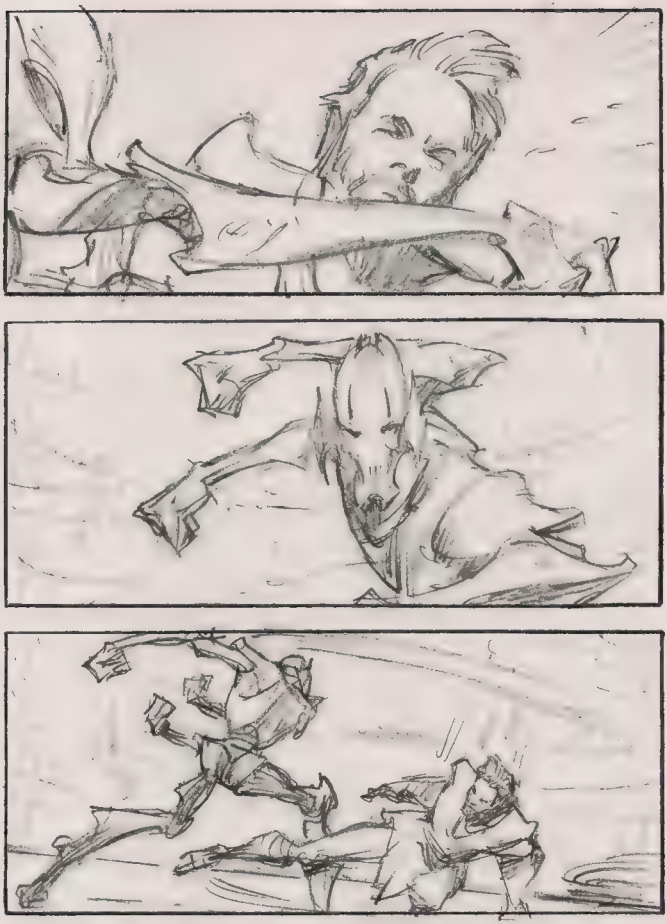


Kenobi tackles the general » McCarg

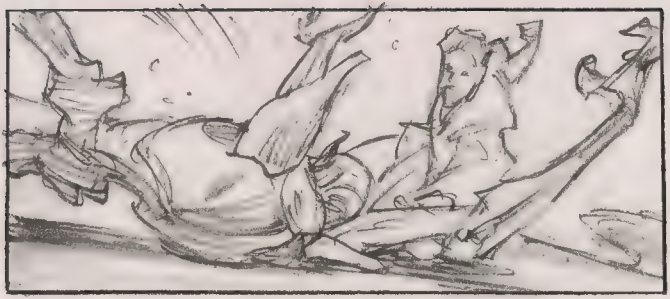
Grievous takes a shot at Obi-Wan. · McCaig



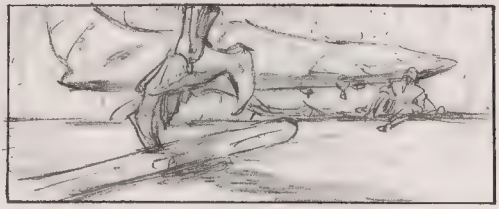
Kenobi summons Grievous's staff. • McCaig



Grievous throws two-fisted punches . » McCaig



Missing boards would show Grievous kicking Kenobi across the landing platform. However, before that, Kenobi exposes the general's vulnerable organic innards.

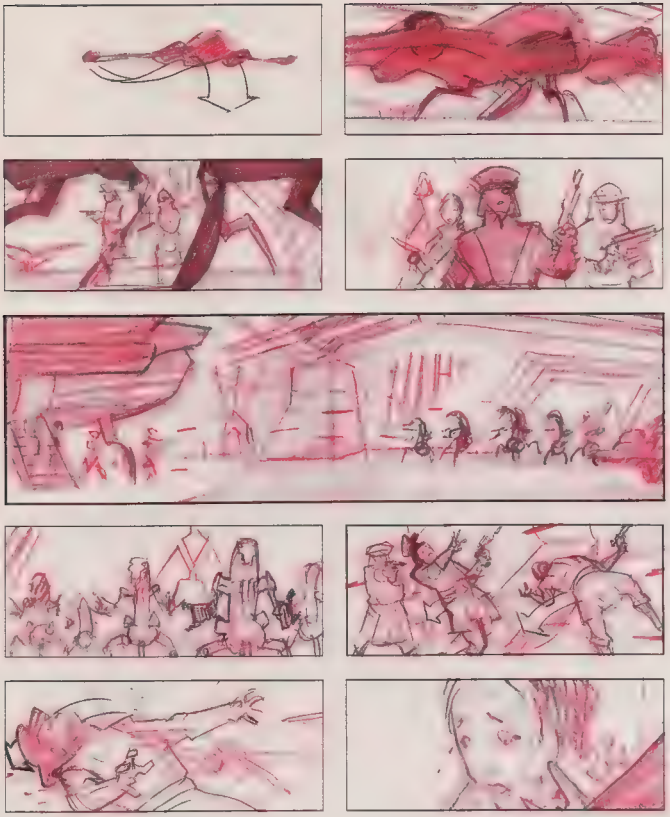


and Kenobi trips him up—but Grievous gains the upper hand. ◦ McCaig

Obi-Wan fires a blaster bolt into Grievous's exposed body. • McCaig

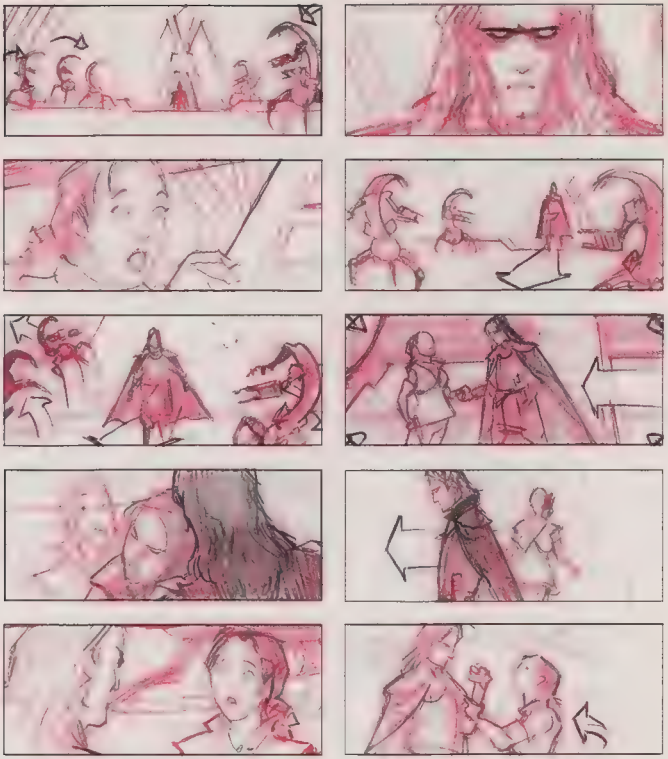
"I loved George's solution to this scene· that Obi Wan, who was such a stickler for playing by the rules in Episode I, was not above taking out General Grievous with a blaster by Episode III An echo of the Indiana Jones/swordsman scene from Raiders of the Lost Ark *"*

Iain McCaig



In the final movie, Typho would simply bid Padmé adieu on a Coruscant landing platform.

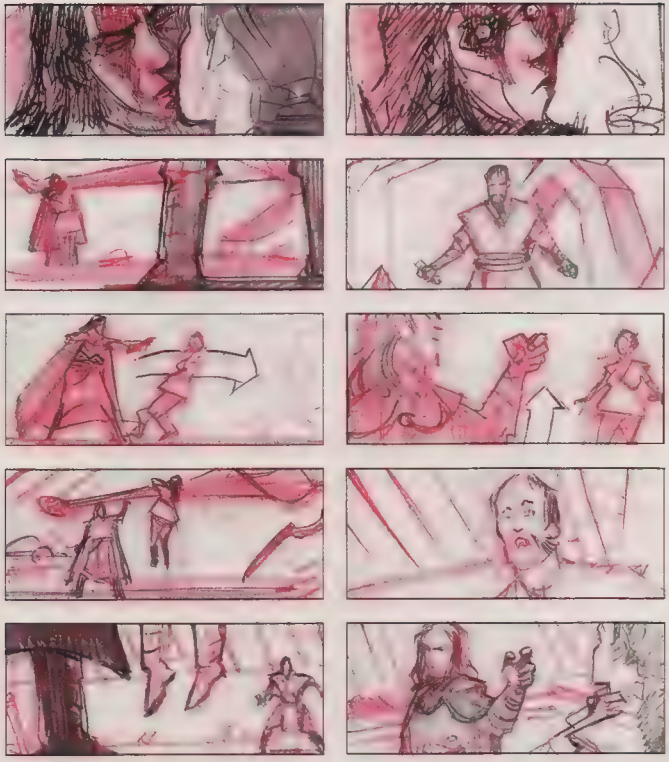
Padmé and Captain Typho arrive on Mustafar—but the latter is gunned down by droidekas » Thompson



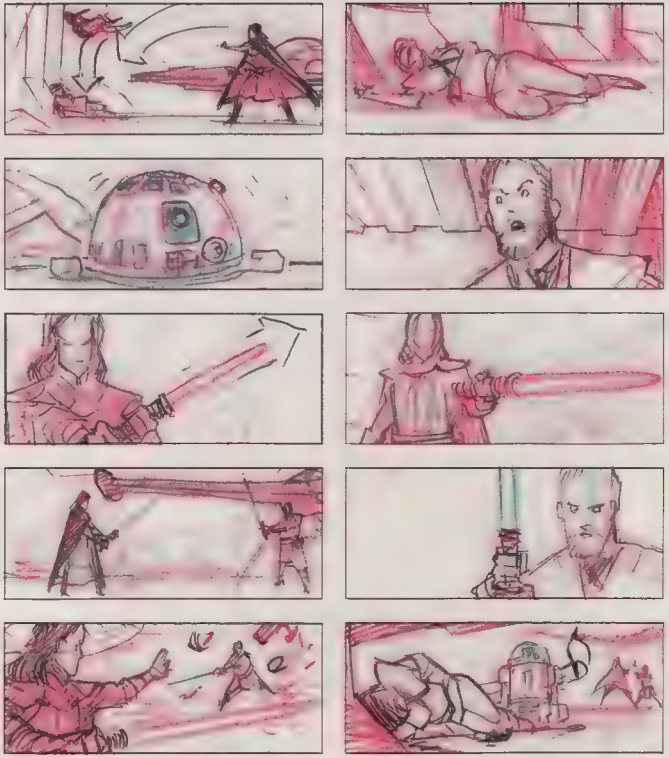
"For me, this was the saddest moment in the prequels, when Anakin turns on the woman he loves. Early on, we proposed that she'd actually brought a knife with her, intending to kill Anakin, then drops the knife during the kiss, knowing she can't kill the man she loves."

Iain McCaig

Anakin arrives, consumed by anger and the dark side, and gets rid of the droids. » Thompson



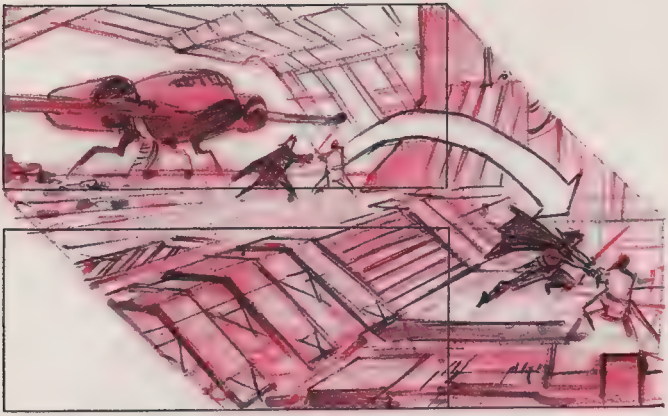
Lucas deemed this version of Anakin's treatment of his wife too violent and cut it down.



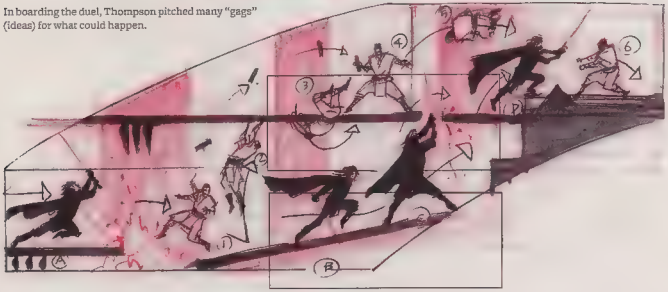
"This is the first scene where I started to feel an emotional connection; it's such a major scene in the whole of the Star Wars *universe—and so to get to take a first pass at it . . . Iain [McCaig] said he was really moved when I showed him these boards."*

Derek Thompson

Anakin and Kenobi prepare to duel, while R2 tends to the stricken Padmé. © Thompson

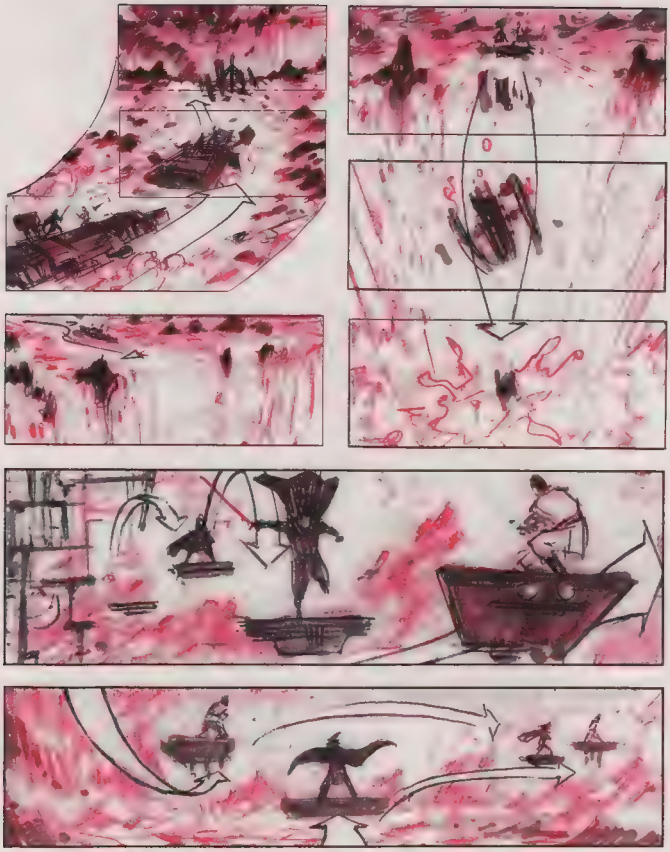


In boarding the duel, Thompson pitched many "gags" (ideas) for what could happen.

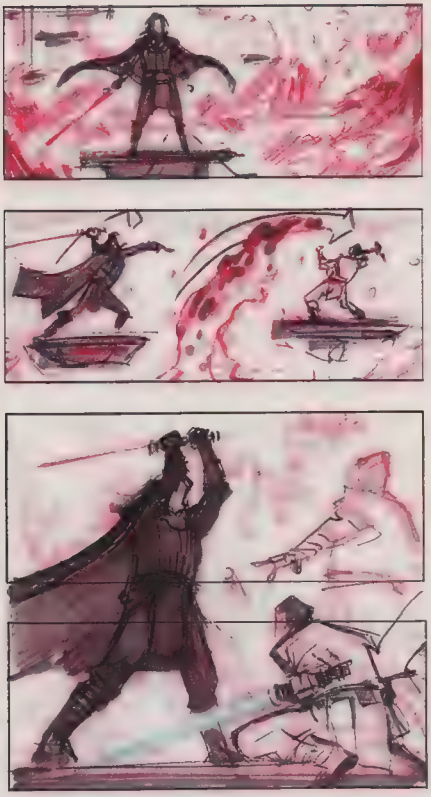


Anakin uses the Force to hurl lava against the protective shield Thompson

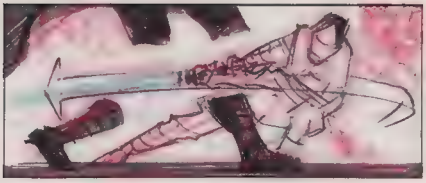
Anakin severs a beam and Kenobi jumps to a lower level, nearer the lava. ∞ Thompson

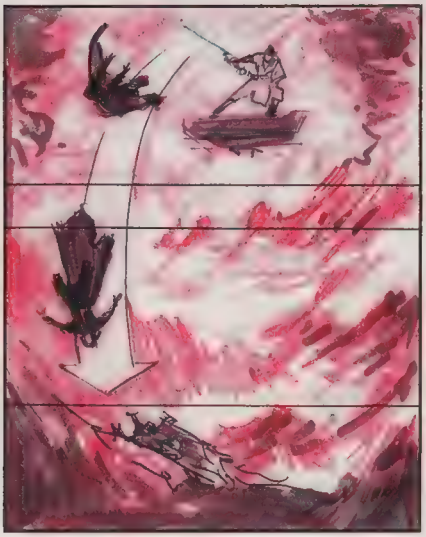


Near a lava waterfall, the Jedi jump onto hover platforms. ◦ Thompson

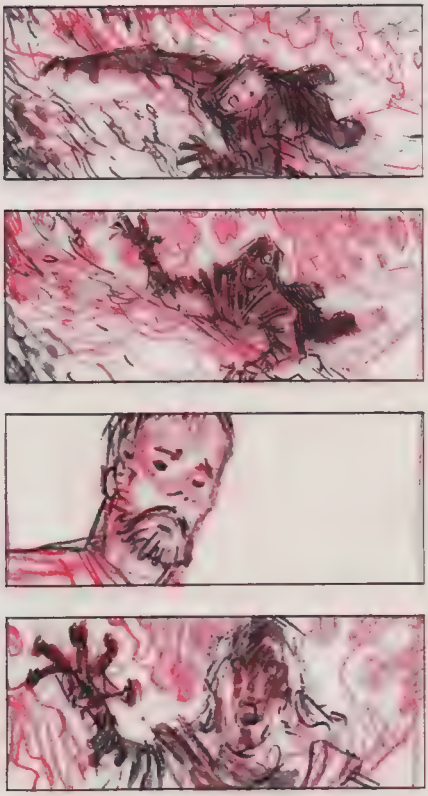


Anakin hurls lava at Kenobi and prepares his death thrust . . . » Thompson





but Obi-Wan cuts him off at the knees literally. – Thompson



A fallen Anakin is consumed by lava Thompson

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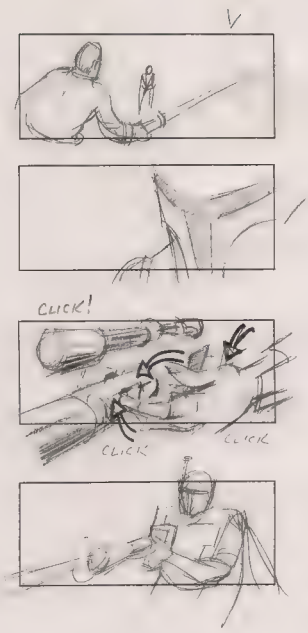

A big thanks to Iain McCaig for his lucid introduction—and for drawing, despite his frenetic schedule, several brand-new panels of Obi Wan terminating Darth Maul (and for supplying some hard-to-find boards of the bongo sub's journey). Huge thanks to Benton Jew, who contacted me via Twitter (that's a new one) and then tirelessly tracked down artists and answered many questions as to who did what, while also supplying quotes and insights into the storyboarding process. Thanks, also, to Doug Chiang, Warren Drummond, Rodolfo Damaggio, Ed Natividad, Derek Thompson, and Paul Topolos (and anyone I've, regrettably, forgotten) for supplying either their words, expertise, or time.

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This book has been a great joy to work on.

J. W. Rinzler

To Doug Chiang and the amazing Episode I storyboard team; to Rodolfo Damaggio, who stepped in on Episode II and created what George called "the most beautiful storyboards since Joe Johnston's"; and to Derek Thompson, who joined me on Episode III for a crazy blitz of storyboards and story ideas, before going on to become one of the leading lights in the Pixar story department—I salute you all!

To George Lucas, whose Herculean task of creating *Star Wars* gave us the opportunity to learn from the Master—our eternal thanks!

And to you, gentle reader, whether you be fan, fellow film artist, or simply full of insatiable curiosity—enjoy!

Iain McCaig

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JACKET FRONT: Rodolfo Damaggio **R1**; Damaggio **R2L**; Derek Thompson **R2C**; Warren Drummond **R2R**; Iain McCaig **R3**

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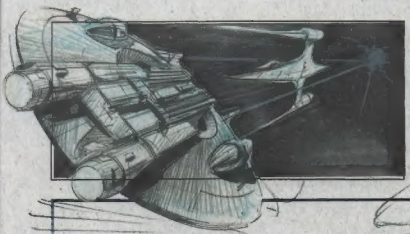

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